

ULTIMATE

MARVEL

June 2025

Free Comic Book Day 2025

Ultimate Spider-Man:
Incursion 1-5





ULTIMATE SPIDER-MAN: INCURSION PRELUDE

MILES MORALES is the super hero known as **SPIDER-MAN**! Miles is also one of only two survivors of another universe that was destroyed—the other being **THE MAKER**, an evil Reed Richards. And when the Maker recently broke out of prison to conquer a new universe, he invited Miles to come with him...

WRITERS: **CODY ZIGLAR**
& **DENIZ CAMP**

ARTIST: **JONAS SCHARF**

COLOR ARTIST: **BRYAN VALENZA**

LETTERER: **VC's**

JOE CARAMAGNA

THE MORALES' APARTMENT.
BROOKLYN.
MONTHS AGO.

POOSH

WHAT THE...? WHO ARE YOU?!

I am your brother.

We are the only two survivors of a dead universe, Miles. The only living children of gods erased from history.

Did you know that?

DID YOU NOT?

WHY ARE YOU HERE?

I am going... home. Would you like to come with me?

NAH. I'M GOOD.

If you change your mind.
Brother.

IT'S BLANK.

GOD, THIS CITY IS WEIRD.

BUT THEN AGAIN, GUESS THE SAME COULD BE SAID ABOUT MY LIFE THESE PAST FEW MONTHS.

BROOKLYN VISIONS ACADEMY. LATER.

ARE YOU KIDDIN' ME?!

DAMN, MILES, I DIDN'T KNOW NUMBERS EVEN WENT THAT LOW.

I'D BE LYIN' IF A PART OF ME DIDN'T WANNA ADMIT THAT THE IDEA OF MOVIN' TO A NEW UNIVERSE AND STARTIN' OVER, AGAIN, APPEALS TO ME.

MAN, MR. AKPOLO DON'T PLAY WITH THESE POP QUIZZES.

UGH, I WOULD'VE PASSED, BUT I WAS SO DRAINED FROM PATROLLING LAST NIGHT. THIS AIN'T FAIR, GANKE.

SPIDER-MAN STRUGGLE.



THIS YEAR'S REALLY PUT ME THROUGH THE RINGER. I KEEP THINKING...



WHAT IF THERE WAS AN EASIER WAY?



WHAT IF I COULD MAKE THE STRESS... STOP?





'CAUSE I GOTTA
BE HONEST--
I COULD REALLY
USE A BREAK!

SO, LITTLE
SPIDER, WILL YOU
BE ANANSI'S
CHAMPION?



STILL, I'M NOT THE ONLY
ONE WITH PROBLEMS.

COME ON,
JUST LET US KILL
YOU A LI'L BIT.
PLEASE?!



IF SOMETHING
SEEMS TOO GOOD
TO BE TRUE...



...THAT'S
USUALLY
THE CASE.

BUT I'M SPIDER-MAN.
I CAN'T GET BOGGED
DOWN BY THAT STUFF.
I NEED TO LOOK AT
THE POSITIVES.

BUMBLER,
VESPA--Y'ALL
GOTTA BE TIRED
OF COLLECTIN'
THESE L'S AT
THIS POINT.

THWIPP

SEE,
WHAT HAD
HAPPENED
WAS---

NO.

THWIP

SPIDER-
MAN?!
AGAIN?!

AT THE
WINS.





AT THE REASONS WHY I WEAR THE MASK.

BEST DOGS IN THE CITY, MO!

AYE, SPIDEY, YOU KNOW WHAT IT IS!



THE REASONS WHY I DO THIS JOB.

AIGHT, EVERYBODY, SAY, "BROOKLYNNNNN!"



AYE, SPIDER-MAN! I'M TRYNA GET LIKE YOU!

DAMN, THAT'S CRAZY, BRO, 'CAUSE I'M TRYNA GET LIKE YOU!



TO MAKE THE WORLD OUTSIDE MY WINDOW A BETTER PLACE.

WE'RE GONNA FIND YOUR MOMMIES, DON'T WORRY.

R-R-REALLY?



I MAY NOT ALWAYS DO IT WITH A SMILE ON MY FACE, BUT THAT FEELING'S ALWAYS TEMPORARY.

THANKS, SPIDER-MAN!

YOU KIDDIN' ME? THIS THE HIGHLIGHT OF MY DAY!

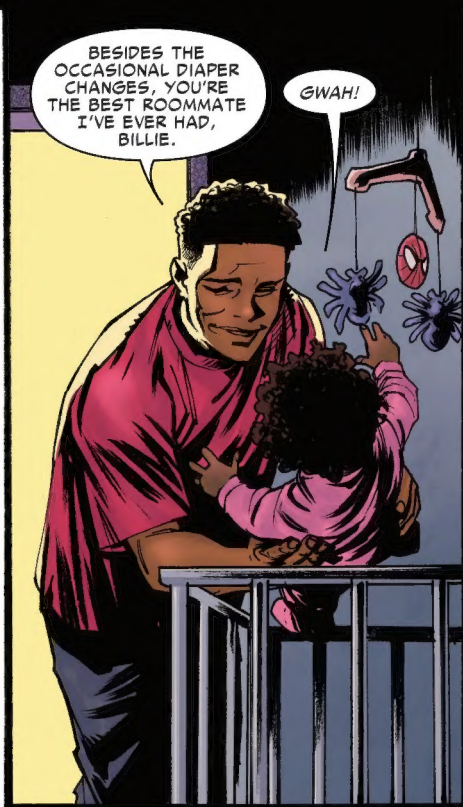
IT'S LIKE PETE
ALWAYS SAYS:

"WITH GREAT POWER
THERE MUST ALSO COME
GREAT RESPONSIBILITY."



BESIDES THE
OCCASIONAL DIAPER
CHANGES, YOU'RE
THE BEST ROOMMATE
I'VE EVER HAD,
BILLIE.

GWAH!



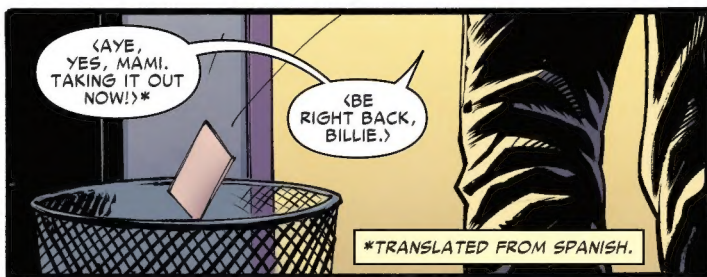
AND RUNNING AWAY FROM
PROBLEMS WHEN LIFE GETS
TOO HARD IS THE EXACT
OPPOSITE OF THAT LESSON.

MILES,
MIJO,
BASURA!

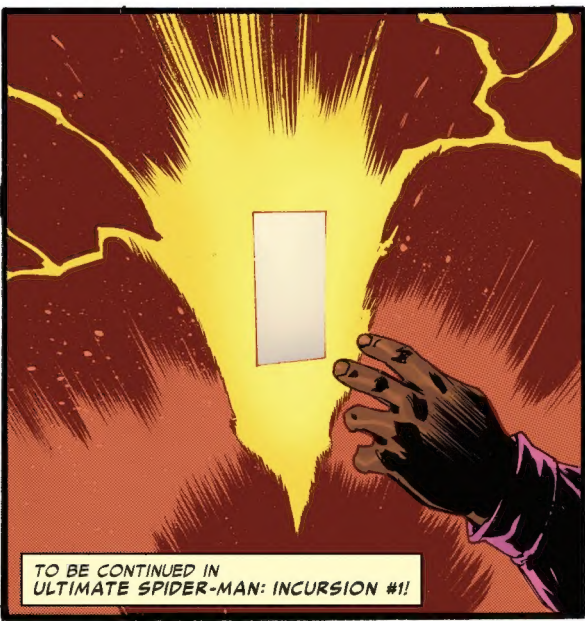
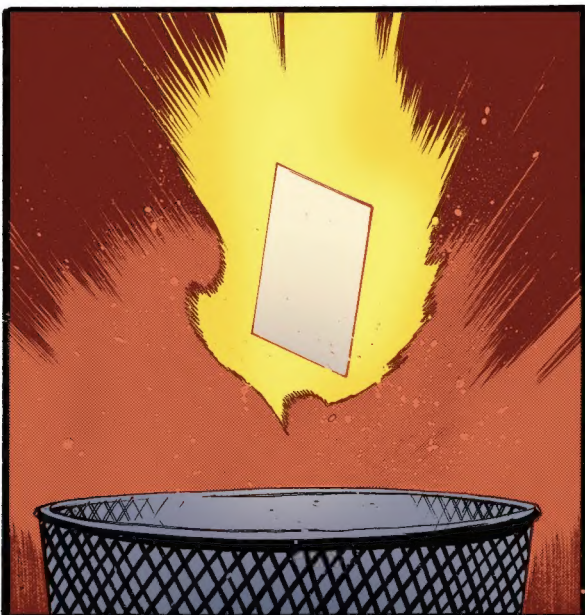


¡AYE,
YES, MAMI,
TAKING IT OUT
NOW!)*

¡BE
RIGHT BACK,
BILLIE.)*



*TRANSLATED FROM SPANISH.





1

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows. But now the Maker is gone, sealed away in the City under a dome of his own making for the next six months.

The Maker is originally from an alternate Earth, and when it was destroyed, he escaped to Earth-616. As did **MILES MORALES**, who now lives on Earth-616 as the teenage super hero known as **SPIDER-MAN**. When the Maker left to create his new ideal Earth, he invited Miles to join him--but Miles declined.

With the Maker now locked away, super heroes have begun to appear on this new Earth. The first was **PETER PARKER**, a married father of two who became **SPIDER-MAN**--and one of the latest is Peter's son, **RICHARD**, who uses a picotech super-suit to fight crime alongside his father.

BROOKLYN, EARTH-616.

JOURNAL-L4, MY GUY! HOW YA BEEN? I KNOW I USUALLY TALK THIS STUFF OUT IN MY SESSIONS WITH DR. KWAN, BUT IT'S BEEN A MINUTE AND I FIGURED I'D DUST YOU OFF...



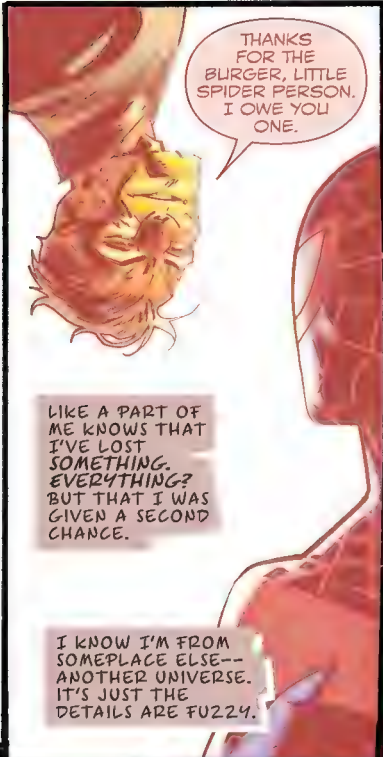
HOW AM I? WELL...LIFE BEEN LIFIN' LATELY. STILL, AS STRESSFUL AS THINGS GET, I'M GLAD I'VE BEEN ABLE TO OVERCOME THE HURDLES.



IT'S BEEN A LONG JOURNEY, BUT I'M FINALLY AT A PLACE WHERE I FEEL LIKE I CAN ADJUST TO WHATEVER LIFE THROWS AT ME.

IS THAT WILD TO SAY? FEELS WILD TO SAY... I'VE HAD SO MUCH THROWN AT ME RECENTLY, BUT I'VE BEEN TABLE TO HANDLE IT AS BEST I CAN...MOSTLY.

CRAZY THING IS, I USED TO FEAR CHANGE! THOUGH I GUESS AFTER WHAT I'VE BEEN THROUGH, I'VE JUST GOTTEN USED TO IT...



THANKS FOR THE BURGER, LITTLE SPIDER PERSON. I OWE YOU ONE.

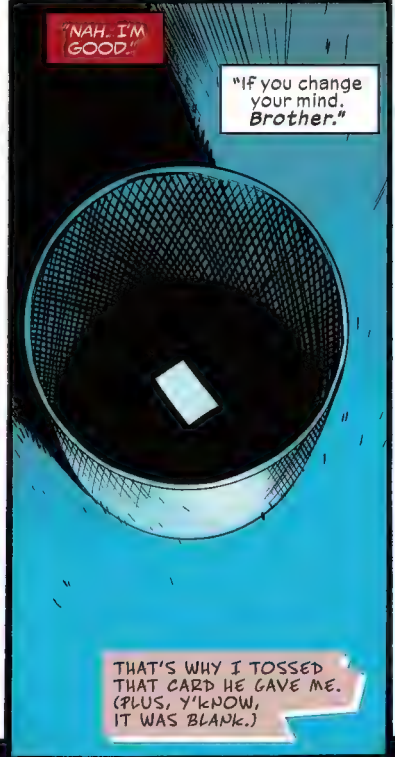
LIKE A PART OF ME KNOWS THAT I'VE LOST SOMETHING. EVERYTHING? BUT THAT I WAS GIVEN A SECOND CHANCE.

I KNOW I'M FROM SOMEPLACE ELSE-- ANOTHER UNIVERSE. IT'S JUST THE DETAILS ARE FUZZY.



I am going...home. Would you like to come with me?

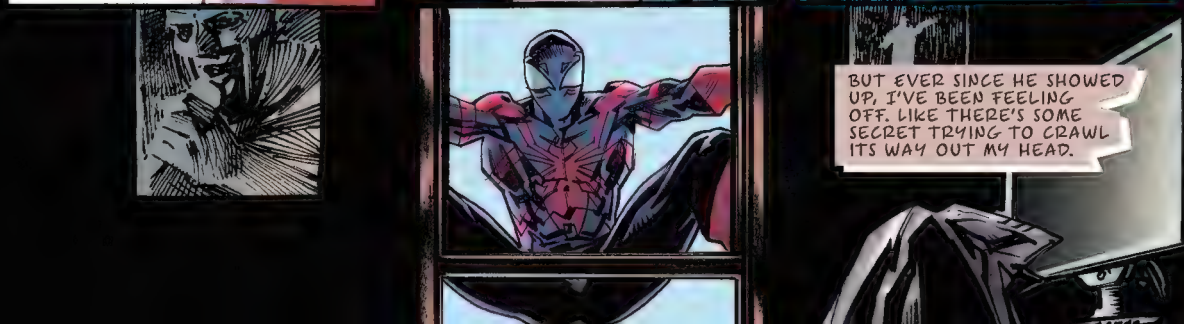
EVEN THOUGH I DON'T REMEMBER MUCH, I KNEW I COULDN'T TRUST HIM. THE MAKER.



"NAH. I'M GOOD."

"If you change your mind. Brother."

THAT'S WHY I TOSSED THAT CARD HE GAVE ME. (PLUS, Y'KNOW, IT WAS BLANK.)



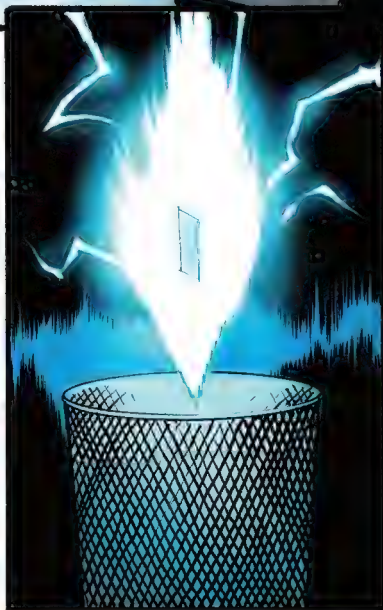
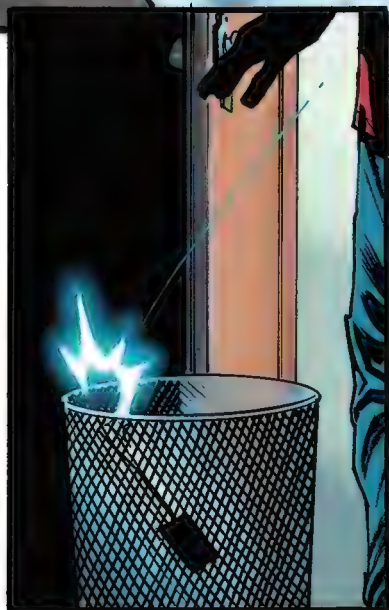
BUT EVER SINCE HE SHOWED UP, I'VE BEEN FEELING OFF. LIKE THERE'S SOME SECRET TRYING TO CRAWL ITS WAY OUT MY HEAD.

A VOICE THAT SAYS MAYBE THE OFFER TO JOIN HIM IN A NEW UNIVERSE WASN'T ALL SMOKE. MAYBE THERE'S SOMETHING THERE THAT CAN FILL A VOID I DIDN'T EVEN KNOW I HAD?

BUT THEN I SPEND AN EXTRA FIVE SECONDS THINKIN' ON IT AND FEEL STUPID FOR EVER DOUBTING MYSELF.

LET'S GET YOU TO BED, BILLIE. Y'KNOW HOW MOM IS ABOUT SLEEP SCHEDULES.

KEWH.





BILLIE!



DON'T EVEN THINK. I LEAP IN AFTER BILLIE OUTTA PURE LOVE AND INSTINCT.

BILLIE, HOLD ON! I'M COMING!

KWEH.



THE PLACE DOESN'T MAKE SENSE. TELEPORTING NEVER DOES. THERE'S NO TELLING WHAT KINDA EFFECT THIS COULD HAVE ON US.

KEH KEH KEH.



I'M CLOSE, I'M SO CLOSE! QUARTER OF A SECOND IS ALL I NEED AND THEN I CAN USE MY WEBS.



BILLIE!

A QUARTER SECOND AND I'M TOO LATE.



Gweh.



My...you look to be a far way from home, little one.

Manhattan,
Earth-6160.

Blzzzop!

Uh, Dad,
have you seen
something like
that before?

Cards on
the table?
No. But then
again...

...I'm still
relatively new at
this. Seems like the
perfect chance to let
your suit do its
thing, kiddo.

Right.

You hear that,
suit? What do
you got?

It's
multiplying.

We got
that.

Hold on,
I'm trying to
analyze the energy
signature...

Well, that's
interesting.

What
is it?

It
appears
the energy is
organic in
nature.

That thing's
alive?! How
the hell is that
even possible?

Language,
Richard.

Sorry...

I feel
that tingle
again.

The danger
one? From
where?

Above!

Holy
crap!

DZLLAM

What
the heck is
that?

Cards on
the table?



I got no idea!
But I think it's
safe to say he's
not here to make
our lives
easier.

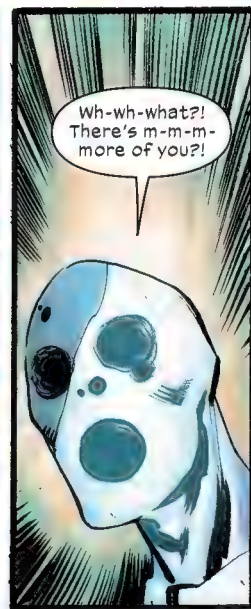
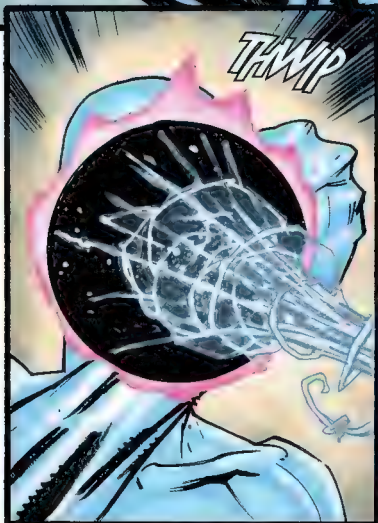
It w-worked?!
H-holy \$@%@, it
a-a-a-actually worked!
That s-s-stupid box
worked! S-s-suck it,
S-S-Stark!

I--I--I'm
important now.
I have p-p-power
now. See?

And
w-w-would you
look at th-that?
I d-d-done found
myself a coupla
s-s-spiders!



Combat routines engaging. Buckle up, kid.





Sorry, Spot,
but I'm the
only one doin'
it like me!

CRACK

Gfhgt!

Oh, didn't
see y'all. Guess
he was right!



Whoa.

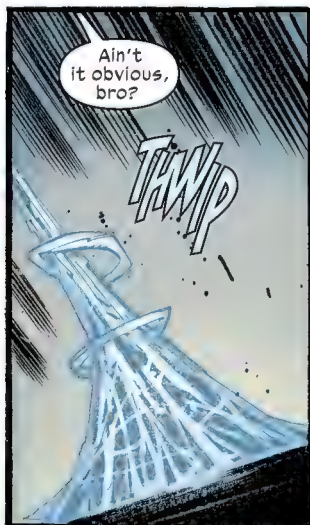
Whoa.



Multiple
Spider-Men? Check.
An aggro-lookin' Spot?
Check. *+Sigh+*

Guess
that means
I'm officially
in another
universe.

Wh-who
the hell is
Spot?!



Ain't it obvious, bro?

THWIP



The guy whose butt I'm about to kick!



SLAM!

Gaaack!



I-I--I'm powerful! I'm import--

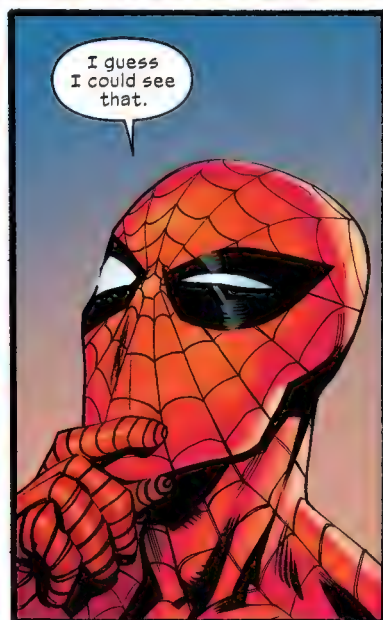
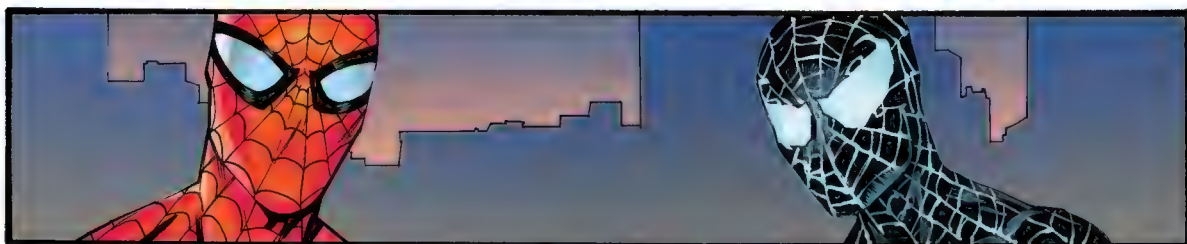


I hate to disappoint you, my guy, but I got a feeling...



...things just ain't gonna work out for you today.

KRACK



One multiversal monologue later...

Huh. An alternate universe. And I'm Spider-Man there too.

So it's basically the same?

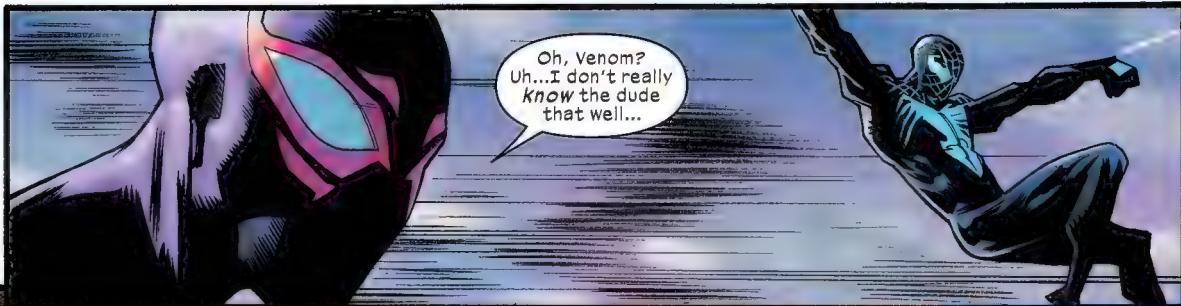


Kind of. Sky's way less crowded here, though.

So you've really only been doing this for a year and a half?

Actually, I just started a few months ago.

So there's another me too?



Oh, Venom? Uh...I don't really know the dude that well...



Look, I get this is all new for you--trust me, the multiverse gets old fast--but...I'm looking for my sister, okay? She's just a kid.

Could we focus a little?

Of course.



Can you believe how cool he is, Dad?



Not in there.

Huh?

Sorry! Go normally about your day!



Like when he says, "I'm Spider-Man," it sounds right, you know? Like it fits.

Uh...I mean, I guess...



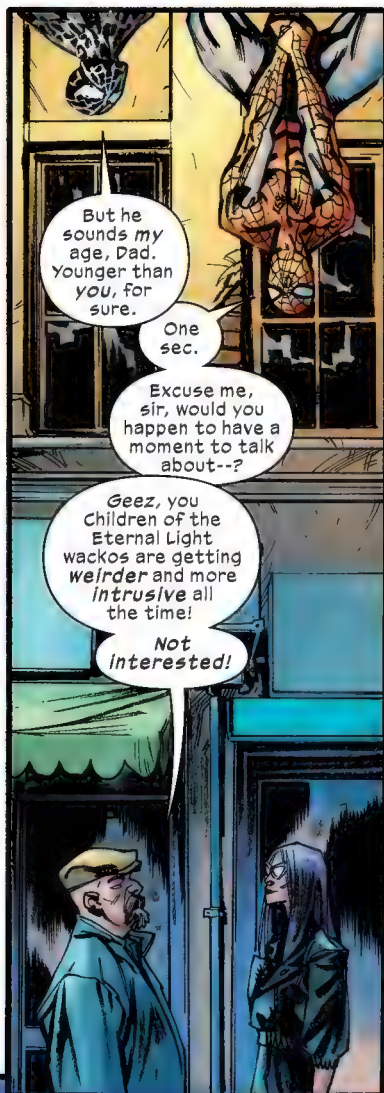
Look at how he swings! So smooth and natural!

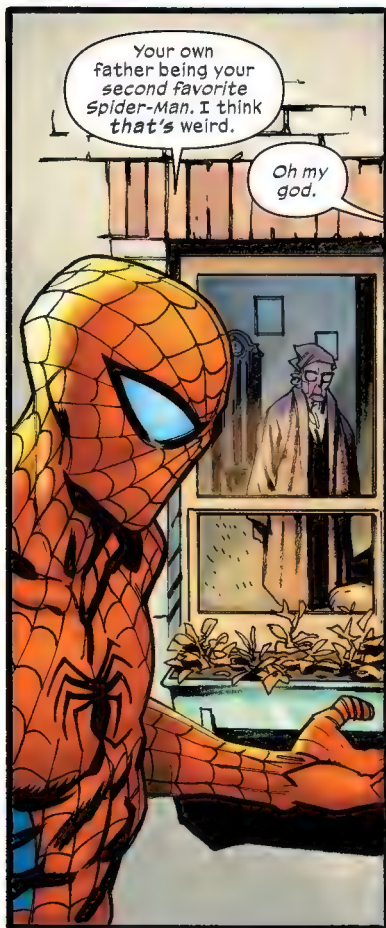
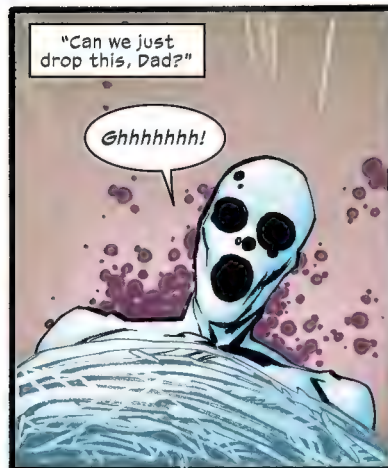
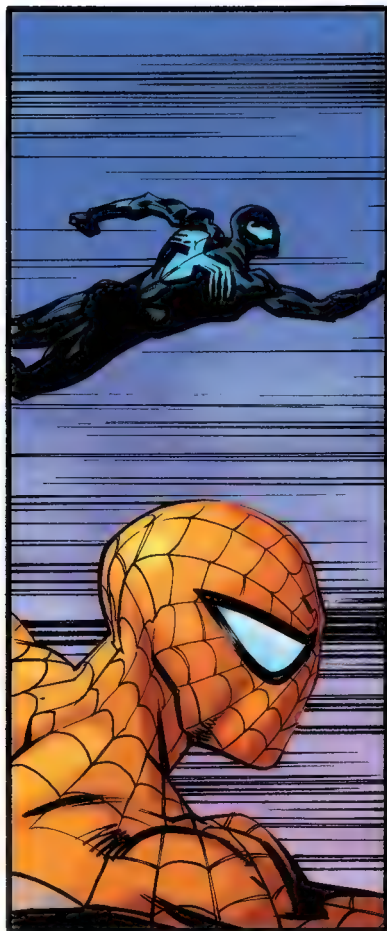
Billie?!

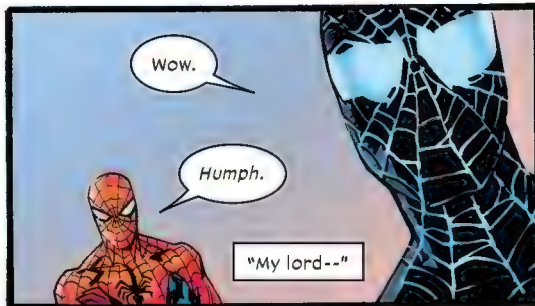
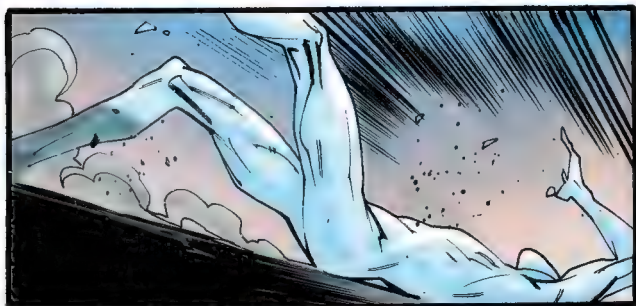


"Or how he took out that...that thing back there."

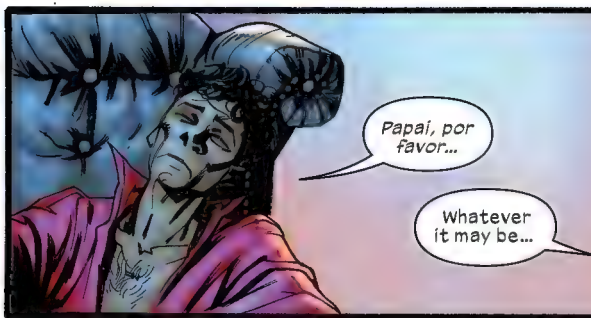
Hrrrrrrhhhhuh!













The Triskelion.
Secret headquarters
of the Ultimates.

That's
the Maker's
signature!



It's not
him.

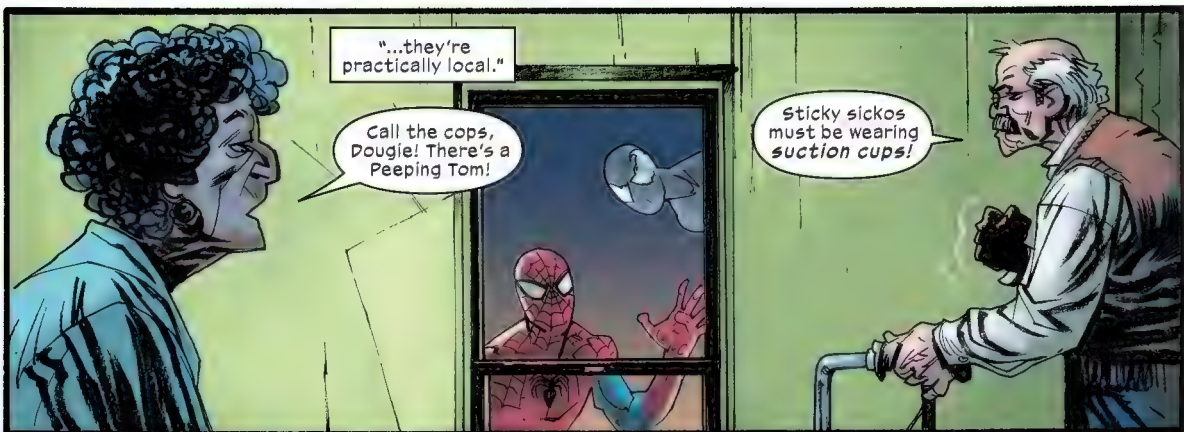
What are
you basing
that on,
Doom?

Chiefly--
that we're all
still alive.

I'll send
these two
to check
it out.

Err...
them?
I mean, this
could be pretty
important.
You *sure*,
Steve?

They
can handle it,
Tony. Plus...



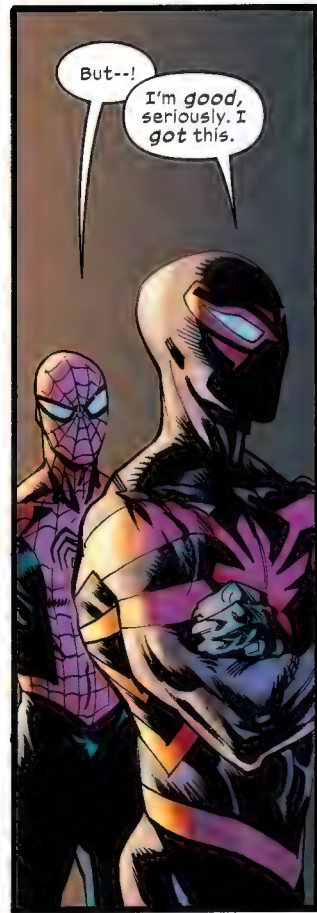


Look, it's been *hours*. If she were in the area, we'd have found her. Why don't you come crash at our place tonight and we'll start fresh--



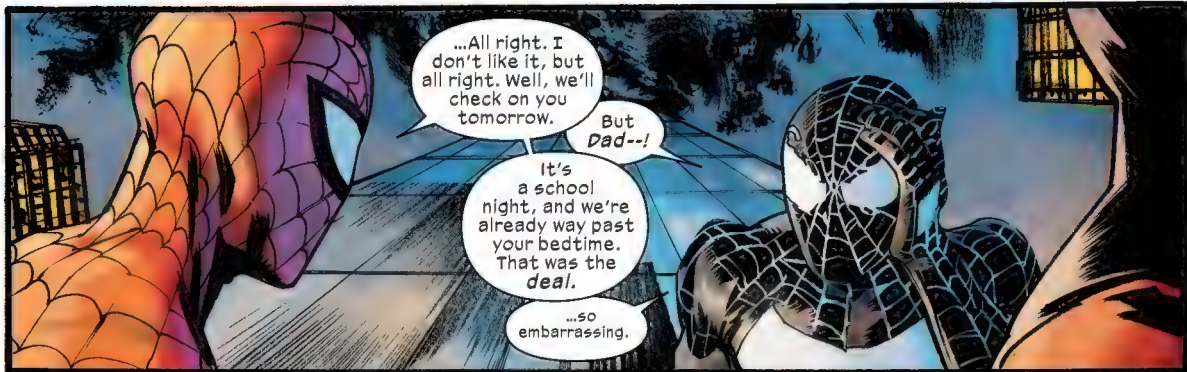
"Crash"?! That's my *sister*, man! She's 11 months old and doesn't know a single person in this universe!

Look, you guys do *you*. But I'm not gonna stop till I find Billie. Not for *anything*.



But--!

I'm good, seriously. I got this.



...All right. I don't like it, but all right. Well, we'll check on you tomorrow.

But Dad--!

It's a school night, and we're already way past your bedtime. That was the *deal*.

...so embarrassing.



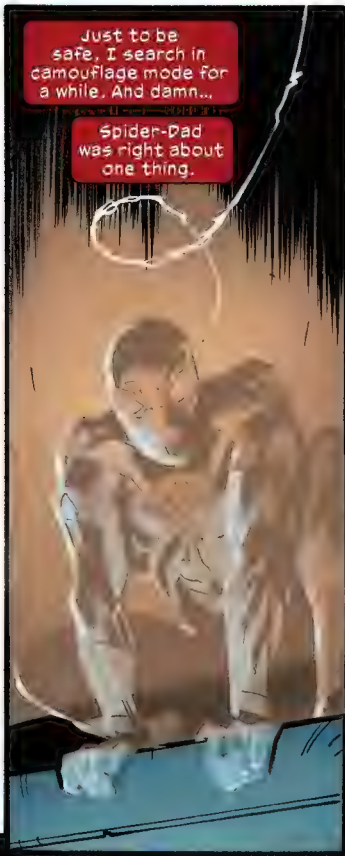
It was *so cool* to meet you, Spider-Man.

Huh? What? Oh, yeah, you too.



I wonder if I could become invisible...

I can handle this.



Just to be safe, I search in camouflage mode for a while. And damn...

Spider-Pad was right about one thing.



Never seen anything like that before.



Like faded old photographs or something.



So I swing over to Brooklyn. And try not to freak out.

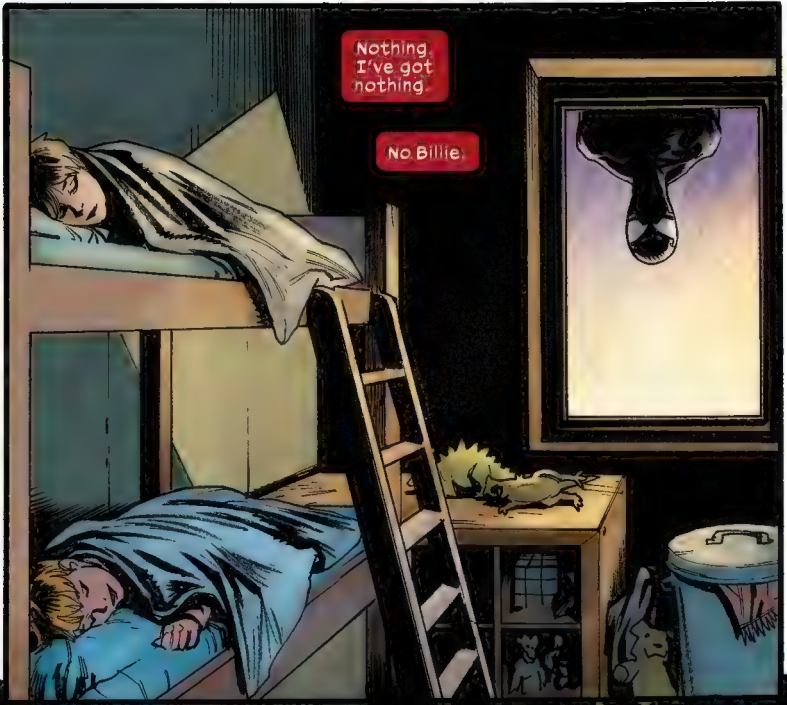


(Where are you, Billie?)



I check out our address. It's the only place Billie knows.

I thought maybe...maybe she found her way back home. I *know* that doesn't really make sense, but what else've I got?



Nothing. I've got nothing.

No Billie.

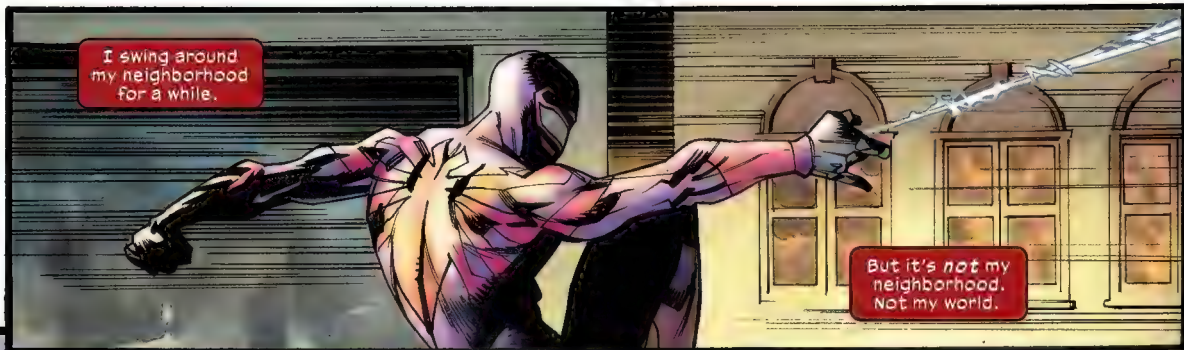


It's not even the same building. It's some other family living in some other apartment.



Do we not even exist here?

Ouch.



I swing around my neighborhood for a while.

But it's *not* my neighborhood. Not my world.

From high up, it looks the same, but up close, it's all *different*.



I can find her.

ULTIMATES
UNITE!



Jan, there he is!



Gotcha!

I can handle this.



A lot of people are looking for you, you know! Everyone's worried! They figure you could only be here for one of two reasons.

So just tell us...

I can handle
anything the world
throws at me.

...are
you here
to *destroy*
the world?

Or
save
it?



Right?

**NEXT: WASP,
ANT-MAN AND
WAKANDA!**



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SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**

NEXT



ON SALE IN **JULY**

ON SALE THIS MONTH



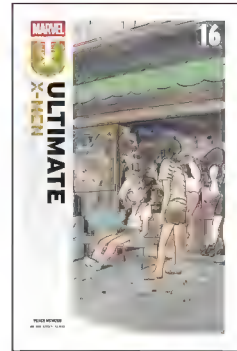
ULTIMATE SPIDER-MAN #18

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



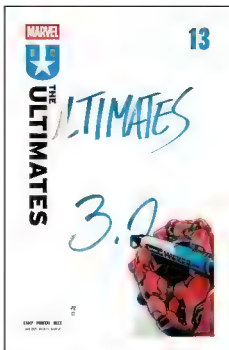
ULTIMATE BLACK PANTHER #17

BY **BRYAN HILL** &
STEFANO CASELLI



ULTIMATE X-MEN #16

BY **PEACH MOMOKO**



ULTIMATES #13

BY **DENIZ CAMP**
& **JUAN FRIGERI**



ULTIMATE WOLVERINE #6

BY **CHRIS CONDON**
& **ALEX LINS**



MILES MORALES: SPIDER-MAN #34

BY **CODY ZIGLAR**
& **MARCO RENNA**

WE WANT TO HEAR FROM YOU! EMAIL US AT ULTIMATEOFFICE@MARVEL.COM AND MARK YOUR LETTERS "OKAY TO PRINT"!



2

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows. But now the Maker is gone, sealed away in the City under a dome of his own making for the next five months.

The Maker is originally from an alternate Earth, and when it was destroyed, he escaped to Earth-616. As did **MILES MORALES**, who now lives on Earth-616 as the teenage super hero known as **SPIDER-MAN**. When the Maker left to create his new ideal Earth, he invited Miles to join him--but Miles declined.

But then Miles' baby sister, **BILLIE**, accidentally activated a portal to this new universe. Miles chased after her and wound up in New York, where he was found by **WASP** and **GIANT-MAN**, married members of a team called **THE ULTIMATES**. But Billie landed in **WAKANDA**...

ULTIMATE SPIDER-MAN: INCURSION

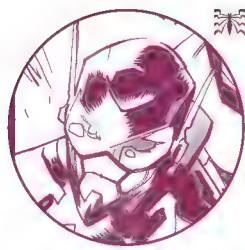
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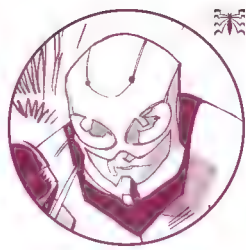
MILES MORALES
SPIDER-MAN



BILLIE MORALES
MILES' SISTER

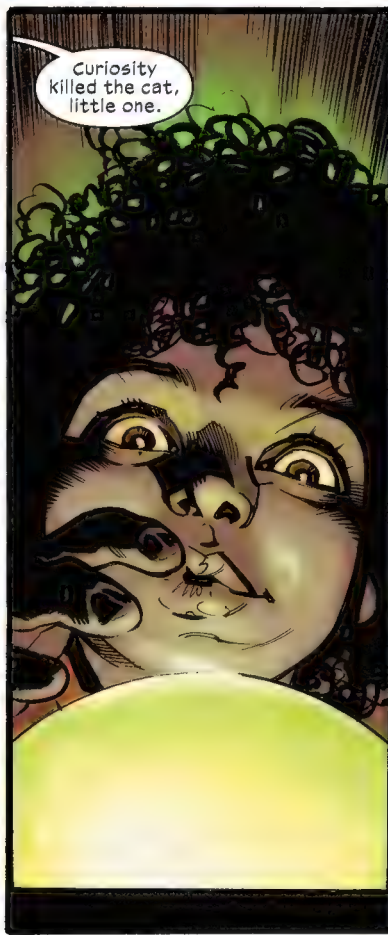
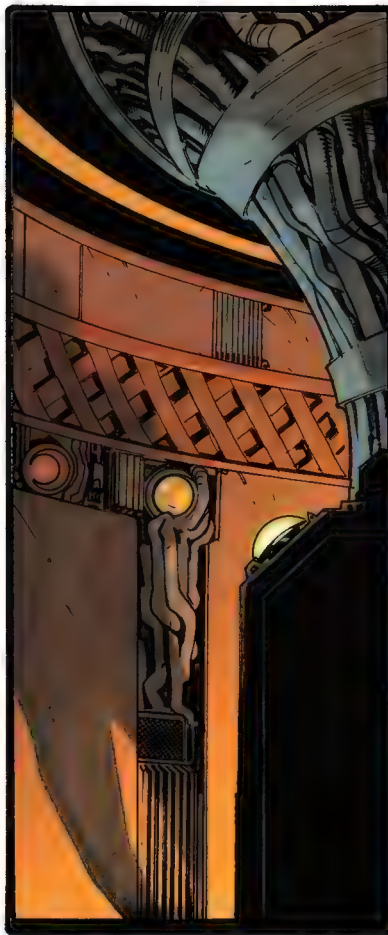
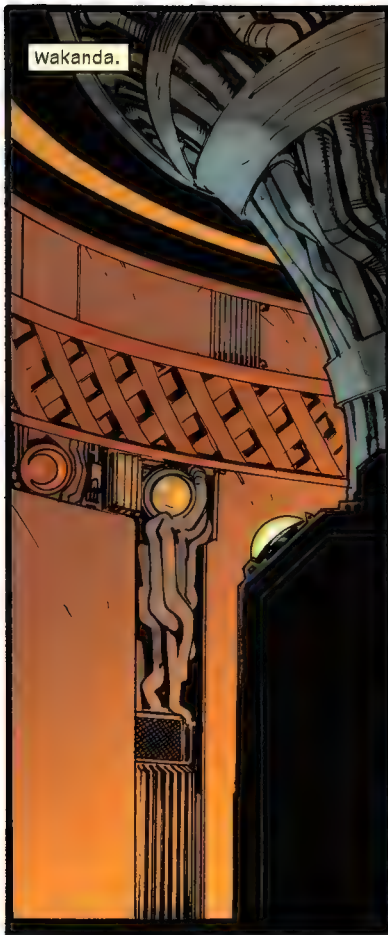


JANET VAN DYNE
WASP



HANK PYM
GIANT-MAN

JULY 2025



So let's
make sure we keep
a closer eye on you so
you don't go getting
into any more
trouble.

Gwaha!

She is quite
the little escape
artist, Ororo.

That's
because this
is no place for
children,
Erik...





...and with so much of our resources and focus placed elsewhere, it's only natural she'd slip through the cracks.

You are too harsh, Brother.



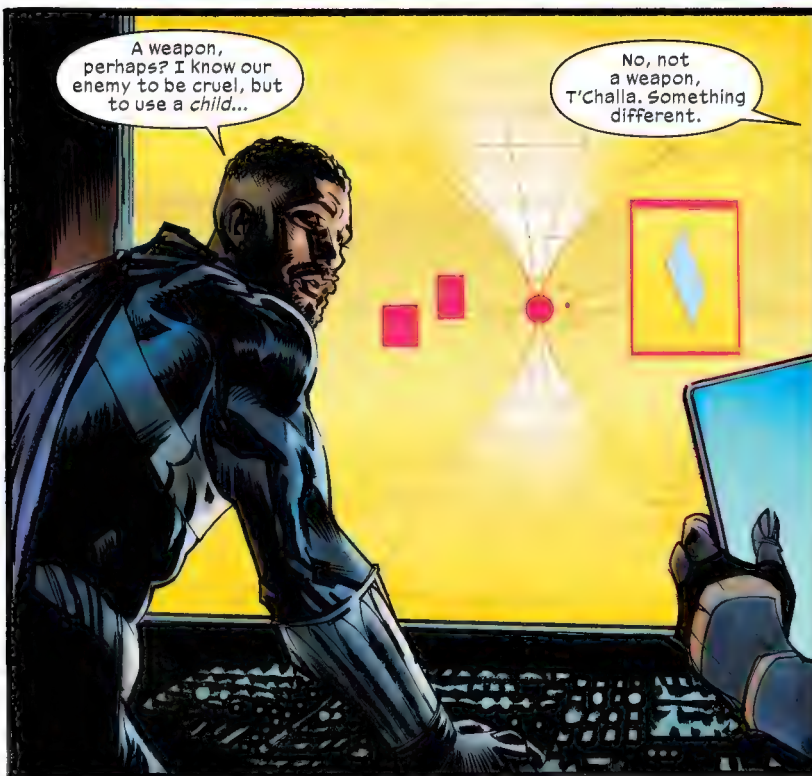
Besides, it is not every day that an outsider appears within the walls of our kingdom. And a baby at that. So many questions remain.

You are correct, Shuri. Forgive my bluntness-- these are trying times indeed.

Have we learned any more of where she came from?



My scans remain incomplete, but there is no doubt the child has residual energies that match those of the Maker.



A weapon, perhaps? I know our enemy to be cruel, but to use a child...

No, not a weapon, T'Challa. Something different.



The energy readings more closely resemble a teleportation algorithm than a weapon of war.

It's tied to a more prominent, and sophisticated, energy signature, but my team has yet to fully decrypt the information.

The Maker and his forces are known to be inventive in their terror. Are we sure it is not a new weapon?



No, Killmonger. I believe my sister is right. These readings do not behave as weapons would. It would appear closer to portal tech.

To serve what possible purpose?



I don't yet wish to confirm...

Now is not the time for hesitance, sister.

Well... teleporting energy is just the first piece of the puzzle. I think this is not a weapon but rather an invitation. Or perhaps... a key.



An invitation to what? A key to unlock what?

I cannot imagine their contents would contain anything beneficial.

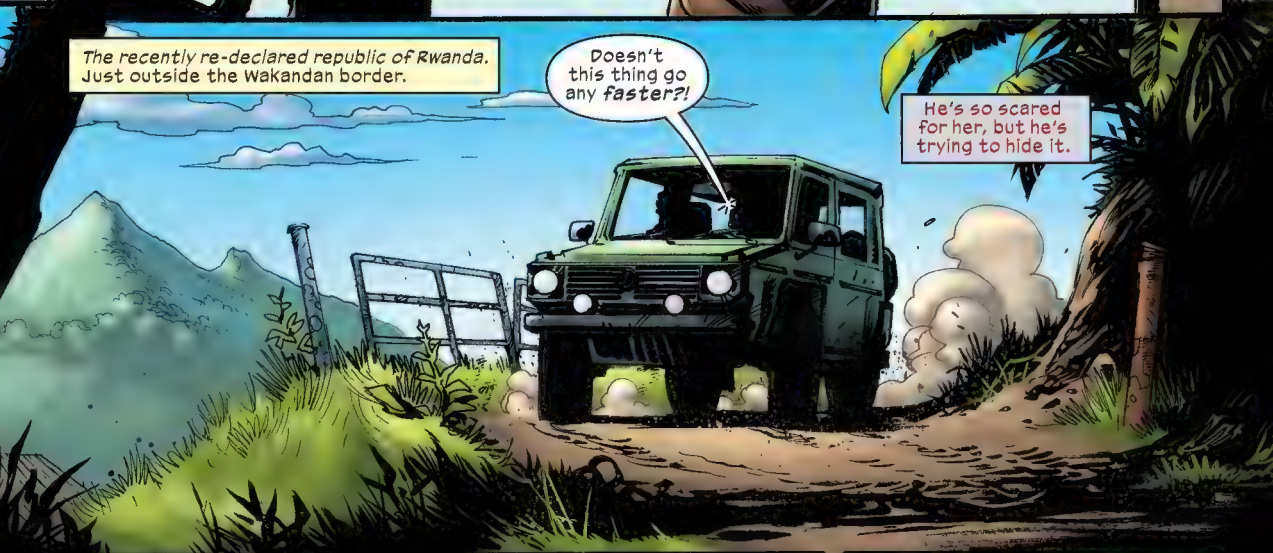


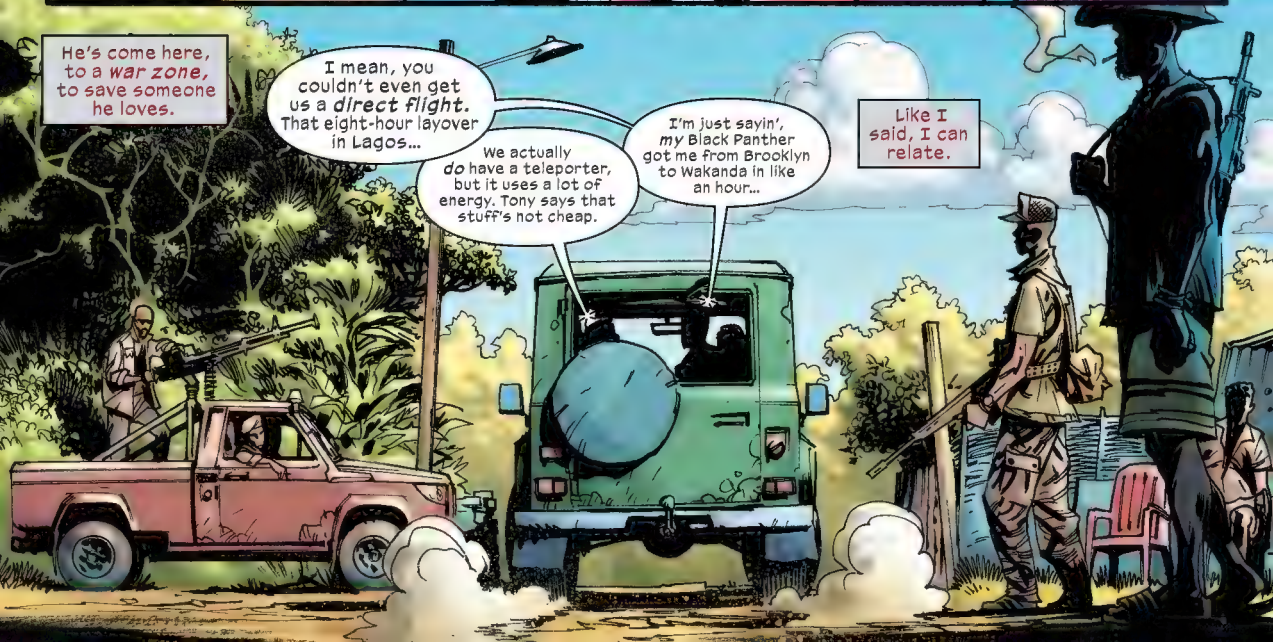
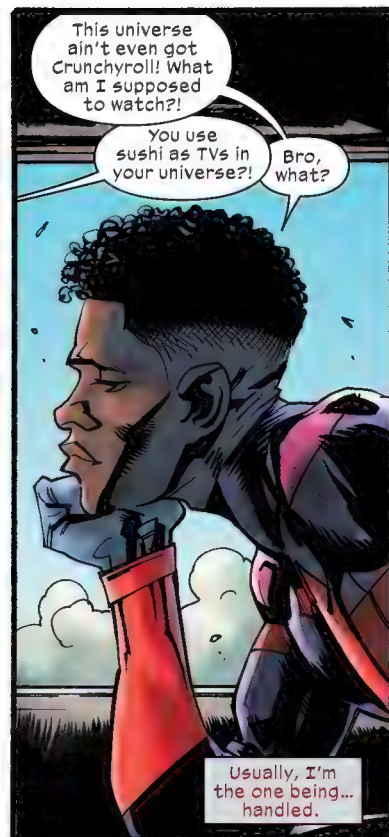
I can't say for certain just yet, but I believe it will be used to unlock...



...new beginnings.

"Poom and Iron Lad think she might be able to let the Maker out of his chrono! quarantine early..."









"Giant-Man,"
"Wasp" and "Jersey
Spider-Man"! Our records
indicate that you are
known **terrorists**, and you
are approaching sovereign
Wakandan territory.
Cease and
submit to--



We have to
see King T'Challa
immediately.

We
think he has
something--

Someone!

--sorry,
someone
we need.



The terrorists
have threatened
the king's life!

Wait,
what?!?!

Dora Milaje--
engage!

The
spider wears
a vibranium
suit?!



Why can't
things ever go
smoothly?!

Vibranium
nano-mesh
actually, but who's
countin'?



My king! There has been a credible threat on your life! We must get you to the--

What threat?



"Wanted international terrorists-- calling themselves the Ultimates-- have attempted to penetrate our border and threaten you by name. One even wields vibranium!"

"We must get you and your family to a secure--"



The Ultimates? *Interesting.* I've been meaning to speak to them for some time.

But, my lord, this could be an *assassination*--



Am I a child? A coward? A kitten?

N-no, my lord...

No. I am *king*. Servant and protector of the people. I am the *Black Panther of Wakanda*.

I will see to my people. I will see to this *threat*. If they wish to kill me...

...they are welcome to try.





But, my lord--!

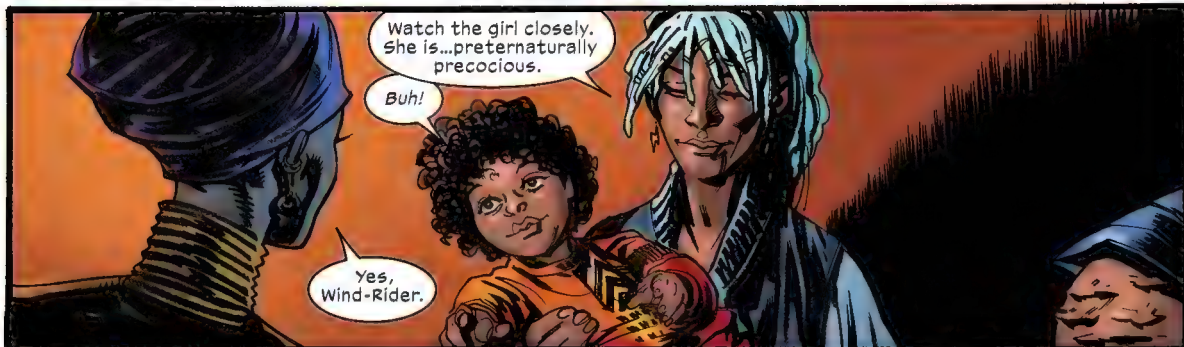
I will not die today. There is too much left to do and not much time to do it.

Go.



We will protect the king.

I leave in three minutes. If you wish to come, come.



Watch the girl closely. She is...preternaturally precocious.

Buh!

Yes, Wind-Rider.



I am excited to meet these "terrorists." Perhaps we can compare tactics.

Perhaps, Erik...



...if we don't all kill each other first.

What do we do for the people we love?

Anything. We
do *anything*.

We cross universes
and continents. We
brave strange,
alien landscapes.

We fight kings,
armies and
monsters...

...even if
we hate it.

Even
if we're
afraid.

Afraid of
what they'll
do to us.

Afraid
of what
we'll do
to them.



At this size, my perceptions are useless, so my helmet starts translating.

That's how I know Janet is, at this moment, four stories tall and single-handedly holding off a small army.



And that Miles is making short work of the wall.



But beneath their feet, there's another small army. And *they* listen to *me*.



They speak in *smells*. My helmet translates speech into a complex pheromonal signal.

I used to have nightmares about dying ants, screaming in pain. I actually tried to apologize to them once for the millions I'd killed.



Stupid. Even with the helmet, they didn't understand the concept of forgiveness. Or guilt, for that matter.

So I stick to simple things: Swarm. Bite. Consume.







Billie?!?!
Billie?!?!?

Even through
the mask, you
can see him
break.



Can you
blame him?

Betrayal!
Seal the palace!
Who had her
last?

<This can't
be happening...
I was close...so
close...>*

*Translated
from Spanish.



He's come so far
for her--only to
find she's more out
of reach than ever.



Maybe--

It's too
late to seal
anything.



I let Jan take
the lead. Like
I always do.

Whoever
took her will be
long gone.

Sometimes, like
now, I hardly
recognize her.

...larger
alliance...
alignment of
interests...

A little over a year ago,
we were two exterminators
from Jersey. Now she's
shaking hands and
exchanging strategy with
kings and goddesses.

Hey, I don't care about
your "wider goals" and
"strategic partnerships."
I just want to find
my sister!

Forgive
us, Jersey
Spider-Man.

The truth is,
she'd probably
be better off
without me.

I get
it, Miles. But
we're fighting a
war here.

We want
to save *all* the
little children.
Not just your
sister.

Sometimes I think
about leaving. Just
disappearing without
warning one night.
Doing her a favor.

But I'm not
strong enough.
I love her
too much.

I've loved her
for as long as I
can remember.



Literally--
her face is my
first memory.



When I woke up in
the hospital, she
was right next to me,
lying in the hospital
bed. Tears streaming
down her face--*that's*
my origin story.



Life before that face
is vague. The man I was...
was supposed to be...

I was supposed to be
some kind of genius.
That's who she fell in love
with. This brilliant guy.



I'm who she
got stuck with.

"I can't
go back to...
to yes..."

Yesterday.

"...yesterday
because I was
a d-different
person
then."



But she stuck
with me anyway.



She's stuck with me through everything. Through the weakness, the fear, the lying, the denying. The truths I couldn't face and the choice I tried to take from her. She stuck with me.

So I'll stick with her. Through anything.

Just like Miles won't stop until he finds his sister.

I am five minutes out from the rendezvous point.

Please conf--

At least until one or both of them are dead.

--irm?

The emperor's
lowly servant has
taken possession
of the anomaly.

For the
glory of Emperor
Sunfire and
Hi No Kuni.

That's always
a possibility.



**NEXT:
SILVER SAMURAI AND THE X-MEN!**



WRITERS: **DENIZ CAMP & CODY ZIGLAR**
ARTIST: **JONAS SCHARF**

COLOR ARTIST: **EDGAR DELGADO**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **SARA PICHELLI & TAMRA BONVILLAIN**
VARIANT
COVER ARTISTS: **CAFU; SANFORD GREENE;**
GIUSEPPE CAMUNCOLI & RICHARD ISANOVE

DESIGN: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**

NEXT



ON SALE IN **AUGUST**

ON SALE THIS MONTH



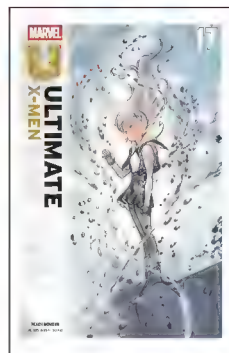
ULTIMATE SPIDER-MAN #19

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



ULTIMATE BLACK PANTHER #18

BY **BRYAN HILL** &
STEFANO CASELLI



ULTIMATE X-MEN #17

BY **PEACH MOMOKO**



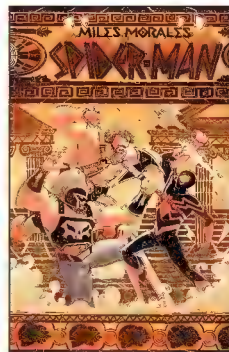
ULTIMATES #14

BY **DENIZ CAMP**
& **JUAN FRIGERI**



ULTIMATE WOLVERINE #7

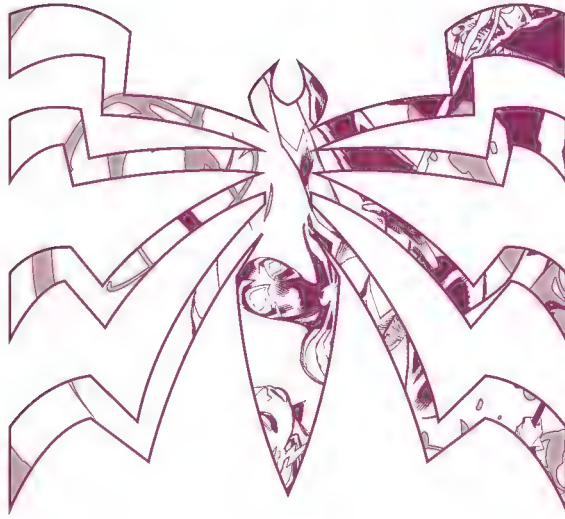
BY **CHRIS CONDON** &
ALESSANDRO CAPPUCCIO



MILES MORALES: SPIDER-MAN #35

BY **CODY ZIGLAR**
& **MARCO RENNA**

WE WANT TO HEAR FROM YOU! EMAIL US AT ULTIMATEOFFICE@MARVEL.COM AND MARK YOUR LETTERS "OKAY TO PRINT"!



3

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows. But now the Maker is gone, sealed away in the City under a dome of his own making for the next four months.

The Maker is originally from an alternate Earth, and when it was destroyed, he escaped to Earth-616. As did **MILES MORALES**, who now lives on Earth-616 as the teenage super hero known as **SPIDER-MAN**. When the Maker left to create his new ideal Earth, he invited Miles to join him--but Miles declined.

Then Miles' baby sister, **BILLIE**, fell through a portal...and landed in the Maker's new universe! Alongside **GIANT-MAN** and **WASP**, Miles tracked Billie to **WAKANDA** in hopes of retrieving her--all while the Maker's Council is trying to capture Billie, A.K.A. "the anomaly," for themselves! Just as Miles was closing in on his sister, **SILVER SAMURAI** appeared and took her...

ULTIMATE SPIDER-MAN: INCURSION

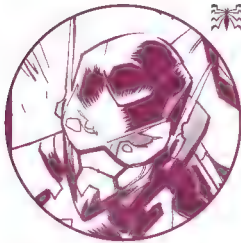
CAST:



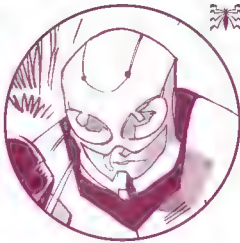
MILES MORALES
SPIDER-MAN



BILLIE MORALES
MILES' SISTER



JANET VAN DYNE
WASP



HANK PYM
GIANT-MAN



SILVER SAMURAI
MAKER'S COUNCIL MEMBER

AUGUST 2025

Two months. I've been stranded in this place for two months.

A place so familiar yet so alien at the same time. Everything's wrong. Everything's off.

I swear, it's like the whole damn universe was built on spite...

I've done the multiverse thing before, but this time, it feels so...different. I thought I'd be out of here in a few days, but instead I've... I need to find my sister, Billie. Need to focus on her.

God, I wish I had my journal or Dr. Kwan. Hell, I'd even take Anansi at this point.

'Cause the longer I'm here, the more I start to remember my old home--my old universe. My original universe.

<Inside, Akane! Before that cult snatches you up!>*

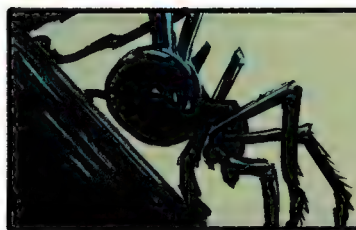
<B-but mutants ain't all bad, right, Mom?>

<Shush!>

My old fears and insecurities.

*Translated from Japanese.

I gave Hank and Janet the slip the moment the Wakandan ship dropped us off in Hi no Kuni--this universe's Japan.



T'Challa had tracked Billie's energy signature here. I went invis the moment I stepped off the ship.



If I'm going to find Billie, I need to do this myself.



Aside from Pete and Richard, most of the folks in this universe feel too strange to trust just yet.



8月にしては寒くない?

うん、悪くないね。

Uh? Voices? Sounds like someone could be in trouble!



<You can control wind, of course you'd say that!>

<I thought you goth girlies would be into cold weather-- sorry!>

Huh?



<Just because I'm a witch does not automatically make me a goth.>

<Sorry! You do dress like it, though...>



<Did you bring me to this creepy forest just to insult me, Mei? Or do you really need my help?>

<Yeah, sorry, Nico...I thought maybe you could help track those Children of the Atom mutants who have been poppin' up all over with your magic or something...>



<That's easier said than done...I'm still learning how this magic works. And my staff has been acting strangely lately.>

<Maybe you're just not using it right-->

<Wait, it's doing it again!>



<See! It's reacting to something...there must be some weird energy nearby?>



Really hope she's not talkin' about me--wait, Spider-sense tingling!

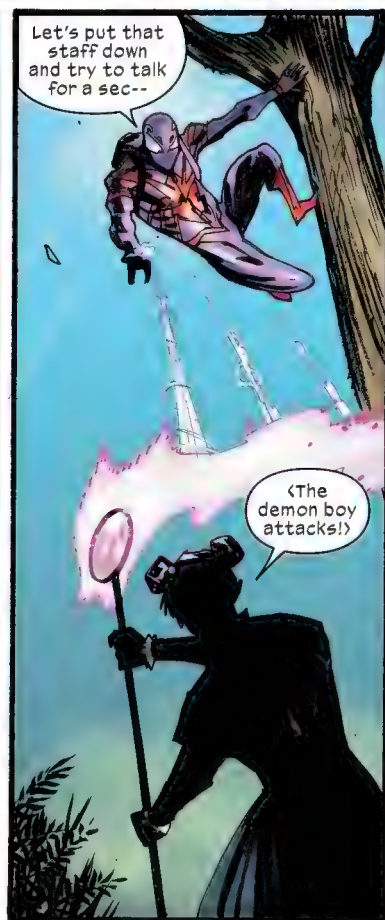


But they can't see me...right?

<The wind is telling me something...>

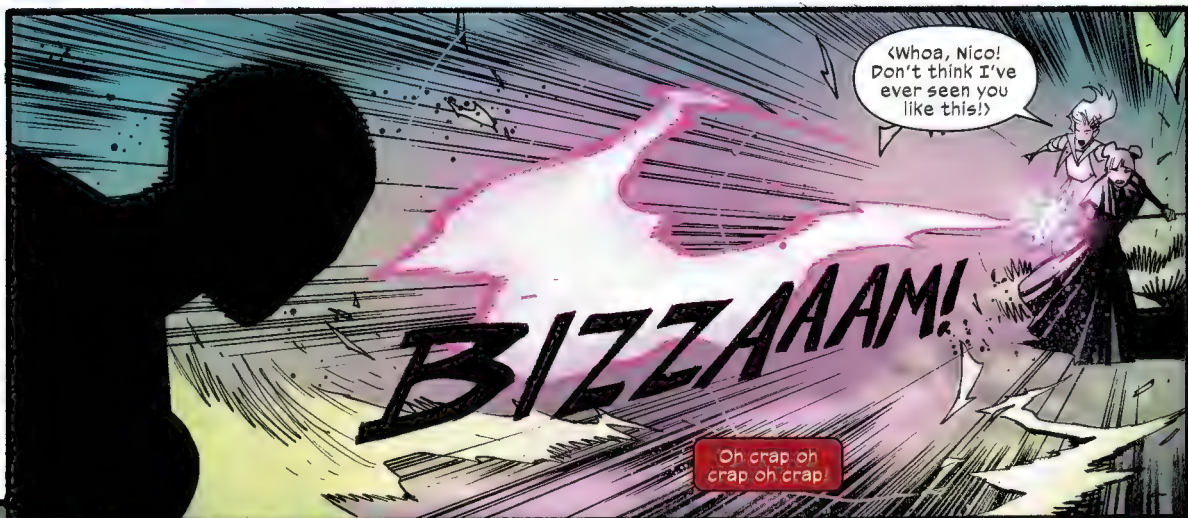


<Someone else is here!>





הנה
הנה הנה
הנה



Whoa, Nico!
Don't think I've
ever seen you
like this!

Oh crap oh
crap oh crap!



Really...hope...
this...works!

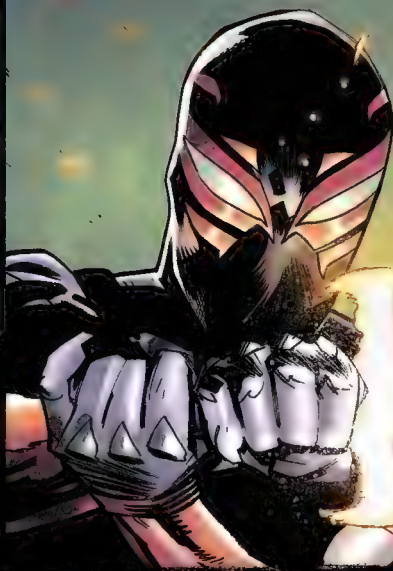
Please
work please
work please
work!



◁He... deflected it?! B-but...I didn't know you could do that with magic!▷

◁He can make swords too? Who is this guy?▷

I can't keep wasting time... need to find Billie. What's the play here, Miles? They don't look like bad guys...



Can't believe I'm saying this, but I could use some advice right now, Anansi...

What was it you said back when we were in the spiritual plane?



Is it possible, O herald of mine, that violence will finally solve the problem where it could not before?



Okay, I really don't want to fight! Let's try talking?

◁What're you doing? You're planning something, I know it!▷

I don't think we're supposed to be fighting. Judging by your earrings...

◁Why is he looking at me?▷

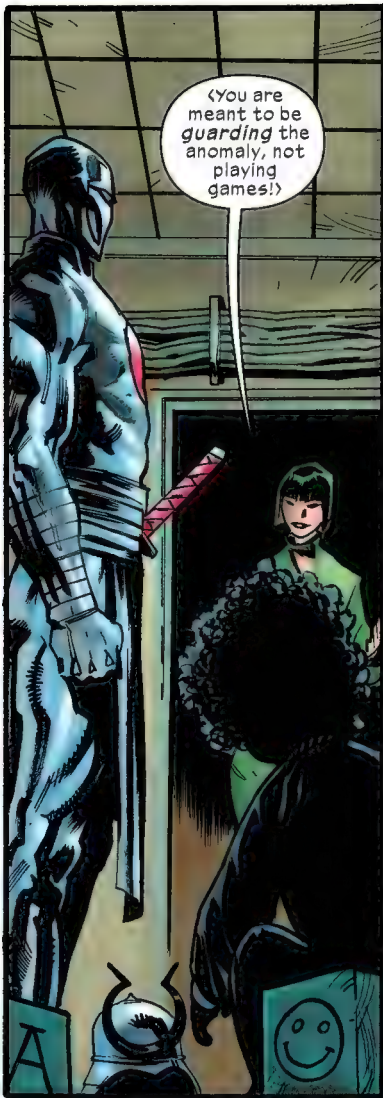


...I'd say you're one of the good guys?



"...but I'm
not really from
around here."





«You are meant to be guarding the anomaly, not playing games!»



WAAAHHHHH!

«The anomaly is very loud-- and persuasive. The games calm her.»



«Can it be? Has the fearsome Silver Samurai--blood-soaked Butcher of Hi no Kuni--grown fond of the anomaly?»

...

WAAAHHHHH!



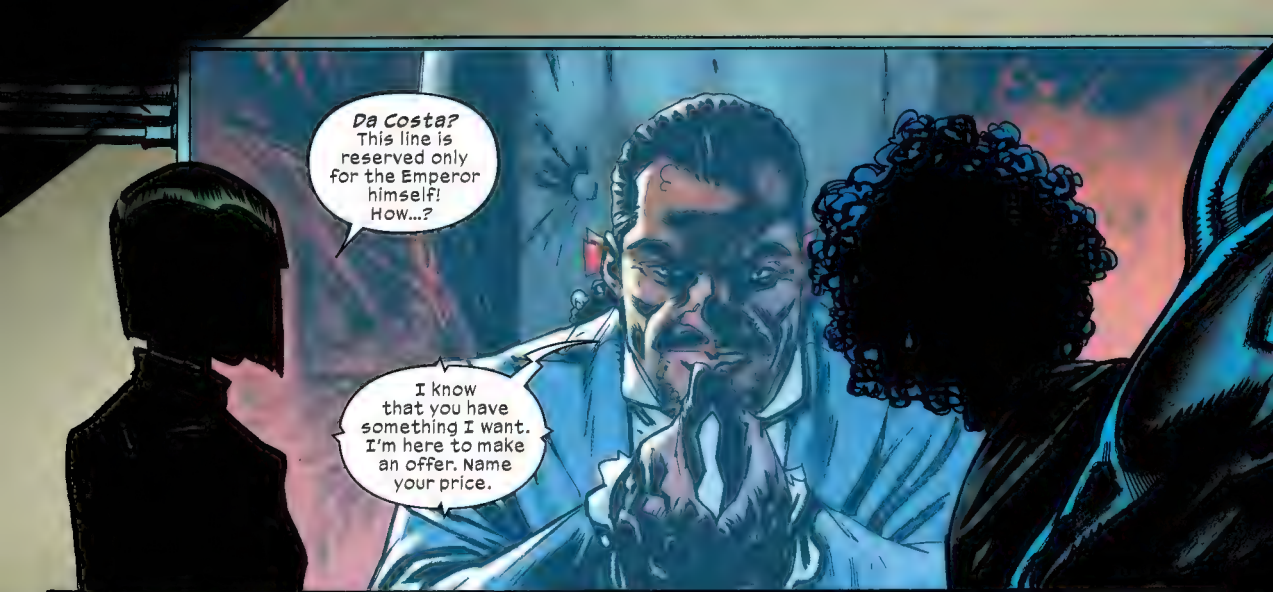
«What does my cousin mean to do with her, Viper?»

«Whatever is correct.»



ZRR TTT

There it is.





<Won't your grandma notice we're stashing a boy here eventually?>

<Doubt it. Her knees are bad so she doesn't really come up the steps that much. 'Sides, he's still looking for his sister--we can't kick him out...it's not right.>



<Fair point... but what do we do with him?>

<We help.>

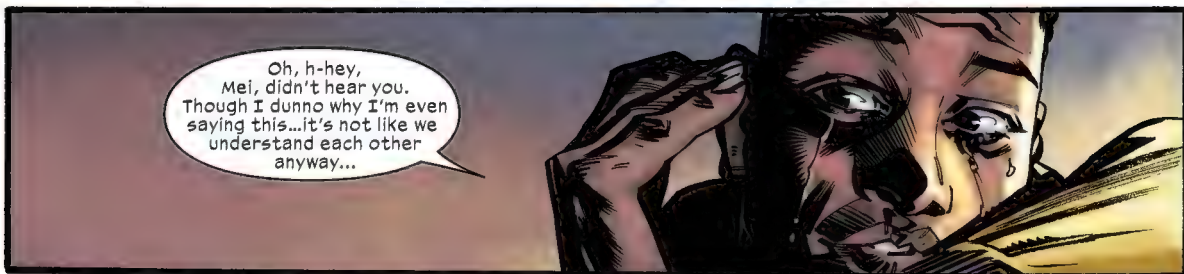
<He's so emo, though...>

<'Cause you give him bad food!>



<I'll be back in a second, Nico.>

<Demon boy, are you okay?>

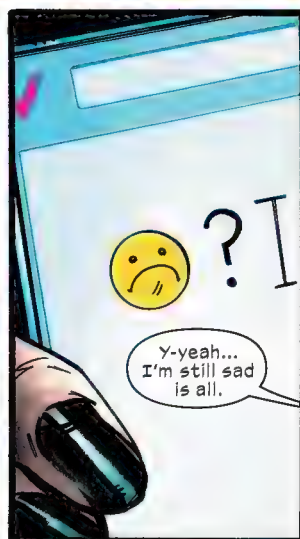


Oh, h-hey, Mei, didn't hear you. Though I dunno why I'm even saying this...it's not like we understand each other anyway...



Katsu.

Oh wow, I love those sandwiches! The 11-sevens on my world don't even come close to yours.



? I

Y-yeah... I'm still sad is all.





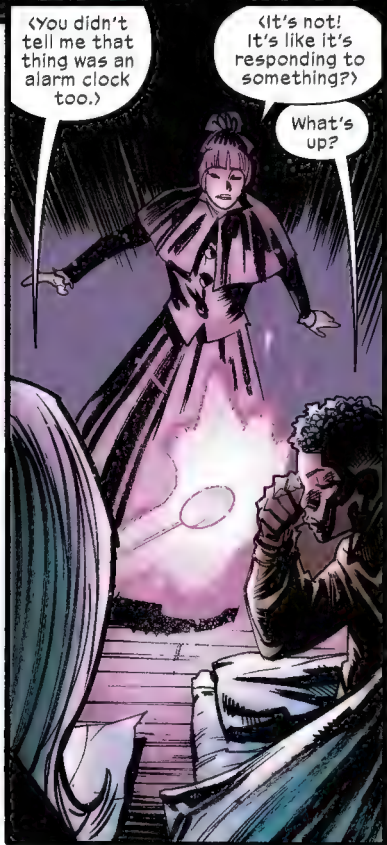
Later.

<Nico--your staff!>

<Wh-what?>

BZZTM

~Snore~



<You didn't tell me that thing was an alarm clock too.>

<It's not! It's like it's responding to something?>

What's up?



<Wh-what the heck is going on?! It's got a mind of its own!>

<Nico, what did you do?>

ZIIPP!

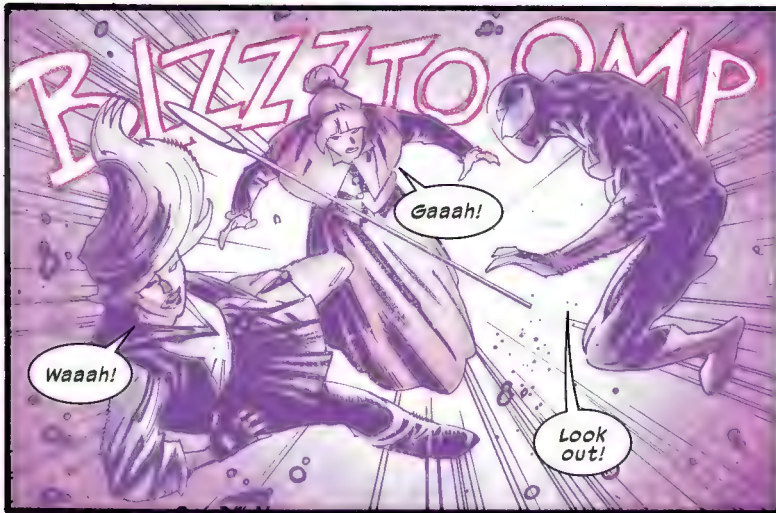
<Nothing!>



Yo, I don't know a lot about magic, but I know it's never good when something's glowing!

<What did he say?>

<I don't know, he was talking too fast! Just hold on before-->



Gaaah!

Waaah!

Look out!



BLOOMP!



<I must admit
the anomaly has a
certain...disarming
mannerism.>

<Many,
I dare
say.>



BZOOOW



<That is...
not normal. Or
possible. These
facilities have a
near-infinite
internal power
source.>

<Hrrh, is
Da Costa
making his
play?!!>



BLIZZOOM

<Look
out!!!!>



<Wh-where
are we?>

<Your smelly
old staff musta
teleported us!>

Wait,
hol' up!



Billie!

Kwmmiles!



Of course there's danger!

Well hey, this is one of those rare times...



...where I'm actually looking forward to facing some

<You fancy yourself a warrior, boy?>



<Then let us put that to the test.>



<Guh, hold still!!>

<Agh, guns are so loud!!>



<Where the hell is security?!>

<We're on our way, but there's been a disturbance at the front gate.>



<What kind of disturbance?>

<You! Stay back or we'll-- gaaaagh!!>

<Dammit!!>



<Your moves are good for a boy. But I am a man fully grown.>

Gaagh.

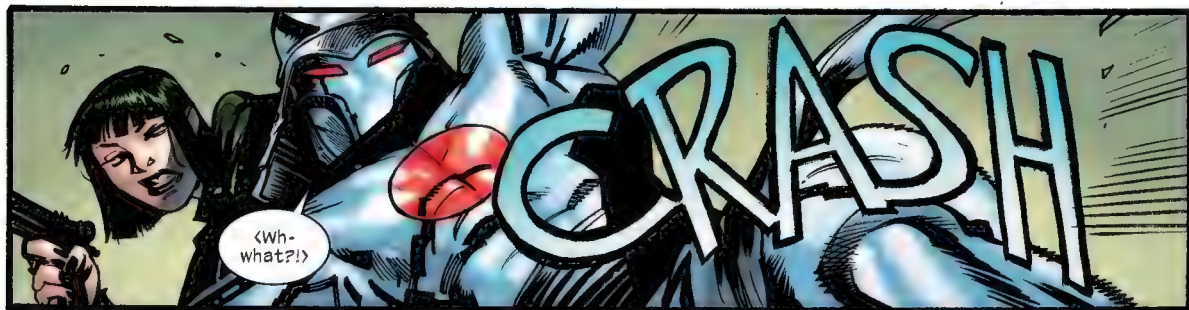


<You might be an old man, but the thing about us young folks?>

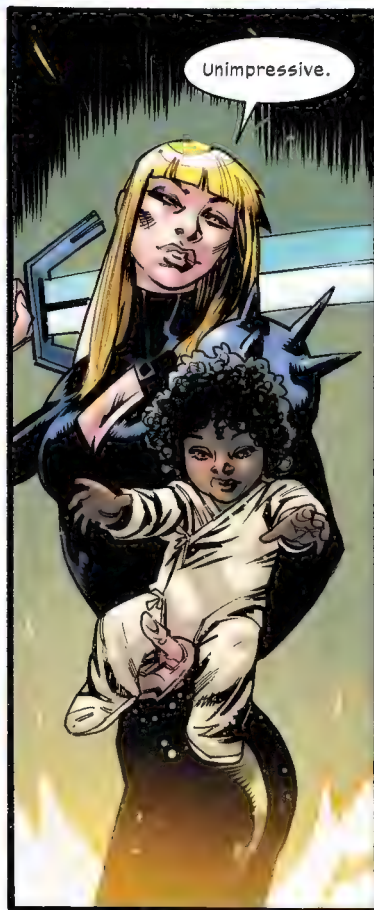


<We're pretty damn stubborn, but we still work well with others!>

Maystorm, yes! This is what I'm talkin' 'bout!



<Wh-what?!>





We have
secured the
anomaly, due to your
intelligence.



"Intelligence"
is the word for it.
Thanks to this little
prodigy, I'm currently
one of the *smartest*
men on the planet.
In addition to
richest.

And I was
happy to help.
Regarding my
fee...

Where...?
What's...?



The money
has been
transferred to
your *accounts*.
Almost half the
GDP of the
Eurasian
Republic...



The most
important piece
of knowledge is
one's own worth,
Magik.

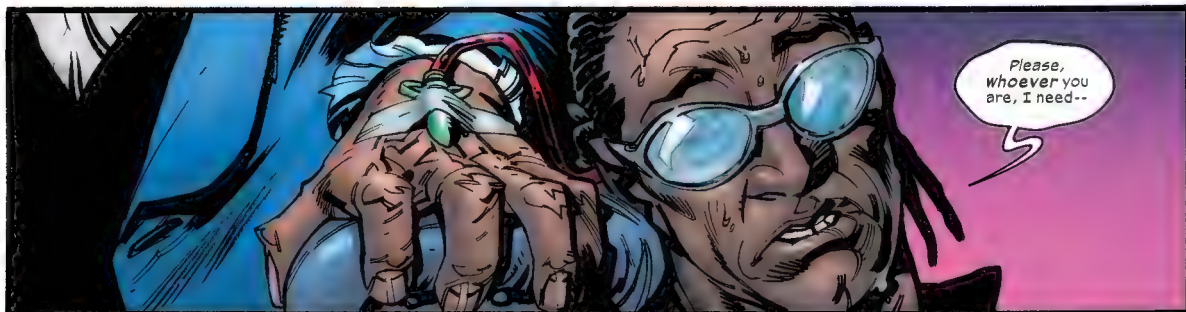


What's your *real* ambition, Da Costa? I expected you to take the chance for the anomaly *yourself*. The Maker's *favor* cannot be bought with money, after all...



Too much trouble and uncertainty for *me*. I prefer to stay on the *sidelines*. I'm a simple *businessman*, Ilyana.

I doubt it very much.



Please, whoever you are, I need--



The adults are *talking*, David!

You Russians are so *untrusting*. All those years of communism... you never got the hang of *trade*, did you?



Tell me... what are your plans for the anomaly?

That's none of your concern.

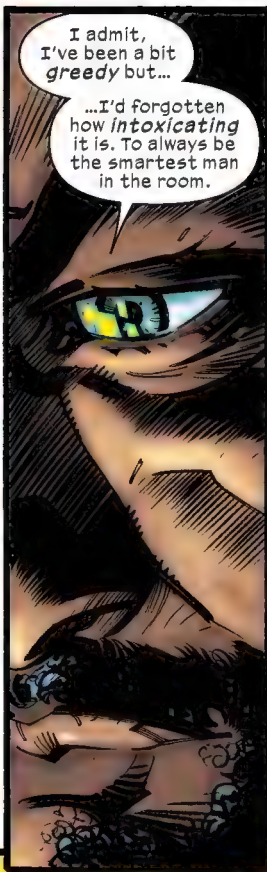


Goodbye, Da Costa.



Please...
I--I think I'm
dying...

After losing
four pints, it's
remarkable that
you can think
at all!



I admit,
I've been a bit
greedy but...

...I'd forgotten
how *intoxicating*
it is. To always be
the smartest man
in the room.



Oh, what a
gift! Push *this*
person that way,
that person the other.
To *understand*
someone is to
own them.

To watch
as every decision
they make--every
action they take--
leads inevitably to the
conclusion of your--
my--choosing.



To see
the grand
design...



...and
yourself
at the center
of it.



**NEXT:
MILES & MAYSTORM
VS. MAGIK!**



WRITERS: **DENIZ CAMP & CODY ZIGLAR**
ARTIST: **JONAS SCHARF**

COLOR ARTIST: **EDGAR DELGADO**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **SARA PICHELLI & TAMRA BONVILLAIN**
VARIANT
COVER ARTISTS: **SIMONE DI MEIO; PEACH MOMOKO;
CORY SMITH & EDGAR DELGADO**

SPECIAL THANKS: **PEACH MOMOKO**
DESIGN: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**



ON SALE IN **SEPTEMBER**

ON SALE THIS MONTH



ULTIMATE SPIDER-MAN #20

BY **JONATHAN HICKMAN**
& **DAVID MESSINA**



ULTIMATE BLACK PANTHER #19

BY **BRYAN HILL** &
CARLOS NIETO



ULTIMATE X-MEN #18

BY **PEACH MOMOKO**



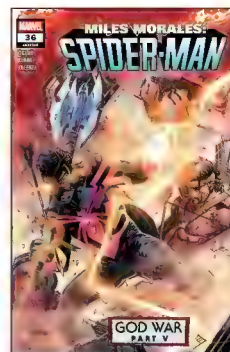
ULTIMATES #15

BY **DENIZ CAMP**
& **VON RANDAL**



ULTIMATE WOLVERINE #7

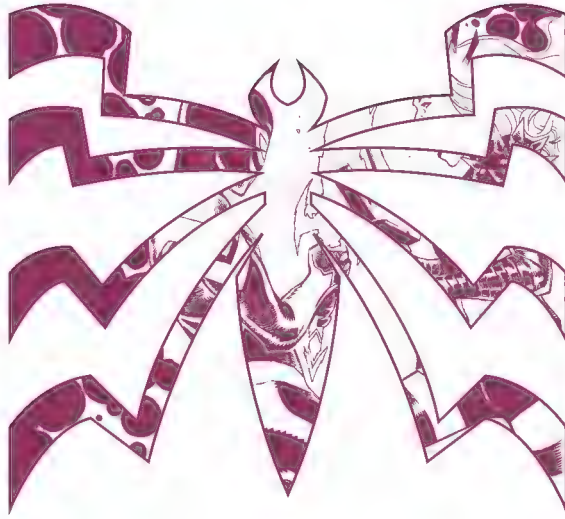
BY **CHRIS CONDON** &
ALESSANDRO CAPPUCCIO



MILES MORALES: SPIDER-MAN #36

BY **CODY ZIGLAR**
& **MARCO RENNA**

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4

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The Maker is originally from an alternate Earth, and when it was destroyed, he escaped to Earth-616. As did **MILES MORALES**, who now lives on Earth-616 as the teenage super hero known as **SPIDER-MAN**. When the Maker left to create his new ideal Earth, he invited Miles to join him--but Miles declined.

Then Miles' baby sister, **BILLIE**, fell through a portal...and landed in the Maker's new universe! Miles has been tracking her all across Earth-6160, but so has the Maker's Council. In **HI NO KUNI**, **NICO MINORU** and **MEI IGARASHI (MAYSTORM)** helped teleport Miles to Billie's location. But **MAGIK** got to Billie first with the help of **EMMANUEL DA COSTA**...

ULTIMATE SPIDER-MAN: INCURSION

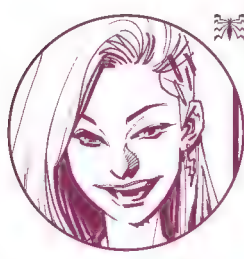
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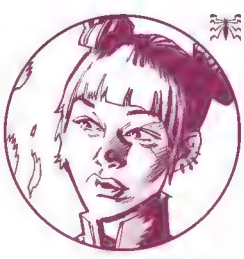
MILES MORALES
SPIDER-MAN



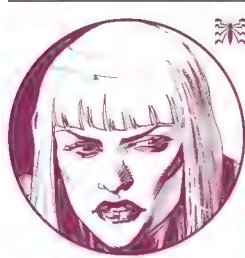
BILLIE MORALES
MILES' SISTER



MEI IGARASHI
MAYSTORM



NICO MINORU
PSYCHIC



MAGIK
MAKER'S COUNCIL MEMBER



EMMANUEL DA COSTA
MAKER'S COUNCIL MEMBER

SEPTEMBER 2025

Siberia.
The Eurasian Republic.

I've been here for
what feels like months,
and I still can't quite get
a grasp on this place.

It's so off and hostile and,
honestly, weird. I dunno
if I'll ever get used to it.

Even if we don't speak
the same language,
I'm glad I have a friend
by my side.

Maystorm--
the X-Man!

<I hate the
cold! I wish Nico had
told me how to use the
staff when she let me borrow
it--I would have taken us
someplace warmer!>*

I only caught
some of that, but it's
not Nico's fault Russia is
cold! Also, I really wish
my suit had better
insulation.

<Yes. But
saying it makes me
feel warmer.>

*Translated from
annoyed Japanese.

Th-th-thanks
again for joining
me, Mei.

You are
welcome, Miles.
We will, uh, what is
the word...?

<We will
find Billie!>

Man, our
translation apps
are really earnin'
their pay today,
huh?

<Ah, this
place is
too damn
cold!>**

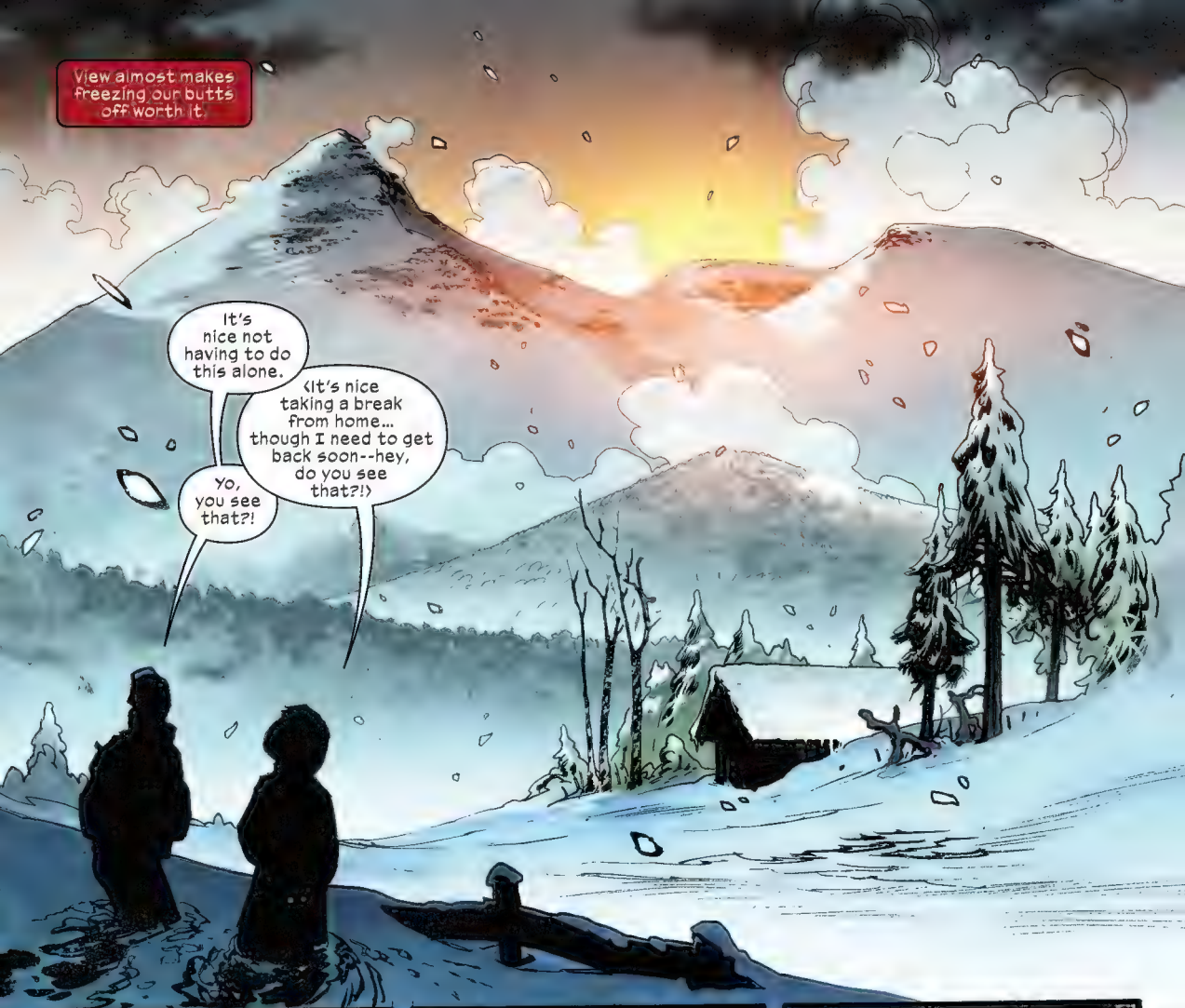
<I hate
this!>

**Translated from Spanish.

At least
the view's
impressive.
Look!

Whoa!

View almost makes
freezing our butts
off worth it.



It's
nice not
having to do
this alone.

(It's nice
taking a break
from home...
though I need to get
back soon--hey,
do you see
that?!!)

Yo,
you see
that?!



Fingers
crossed that
old cabin is
empty!

(Gosh,
I hope it has
heating.)



BLOOSH!

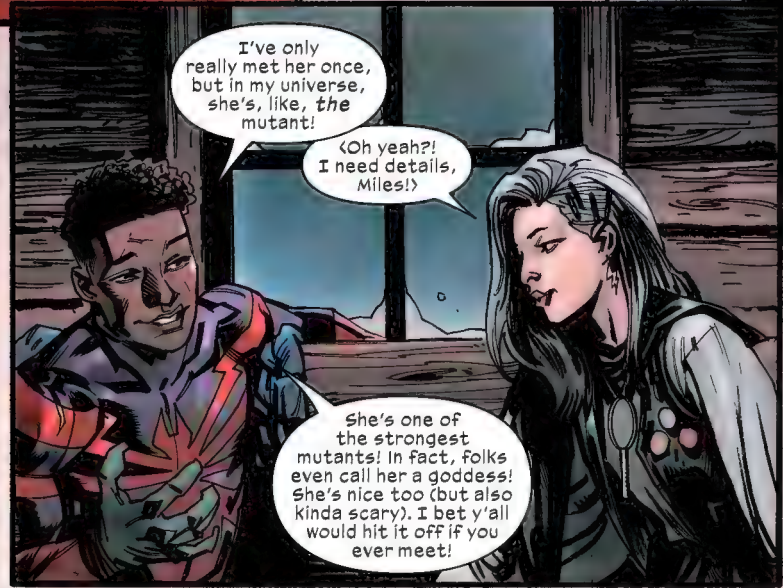
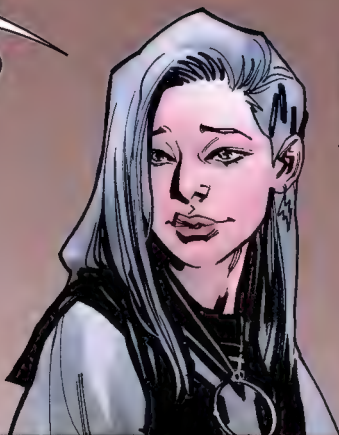
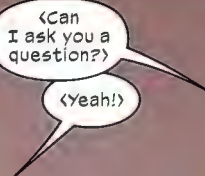
(Thank
god, it's
empty!)

Thank
god, it's
empty!



N-n-no
h-h-heat
though.

(Let's
see what I
can do.)









A most fearful pain, this I know to be true. But our connection to this world is too new for me to extend my touch. Besides, this will make for the most exciting of stories!

I don't want a good story--I don't want a trial or to be tested! I want to find my sister, and I want to go home to my family.



I--I don't want to be here! I'm scared and alone, and every day I spend here, the more I remember about my old universe and how I basically lost everyone.

Listen to me, my champion. My avatar. My Spider-Man.



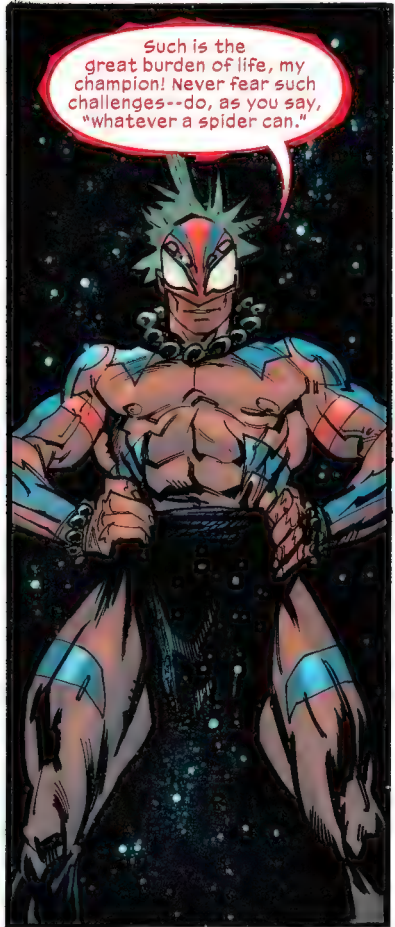
I don't know where this story will go or how it will end for you, but I promise as long as there are myths to be told and songs to be sung, Kwaku Anansi will always be by your side.



So listen to this and listen well, sweet spider: The road ahead will be tough, doubts will be had, defeats suffered, but there are lessons in this pain. Do you understand this?



I...I do. It's...just so hard.



Such is the great burden of life, my champion! Never fear such challenges--do, as you say, "whatever a spider can."

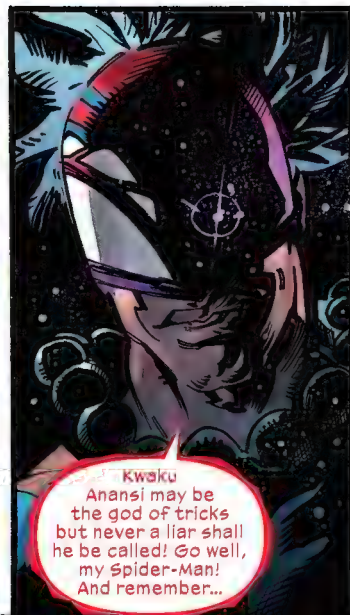


What's happening?

It seems my time upon this web has reached its limit. A most curious world we find ourselves in. Ha ha, yes, a most interesting story indeed!

Fear not, li'l weaver. I chose you as my great champion for a reason-- you have strength beyond strength and resolve beyond resolve!

Th-thank you, Anansi.



Kwaku
Anansi may be the god of tricks but never a liar shall he be called! Go well, my Spider-Man! And remember...



...this song is sung by a chorus of more than just one!

<Ugh, what's going on? Are you talking to yourself, ghost boy?>

What? Oh, it's nothing.



Just the wind...

<If you say so, Miles!>

<Such a weird guy.>



We should probably get some sleep, Mei. I have a feeling...

"...that tomorrow's gonna be a busy day."

Really, Henri...



...I'm hurt you didn't come yourself.



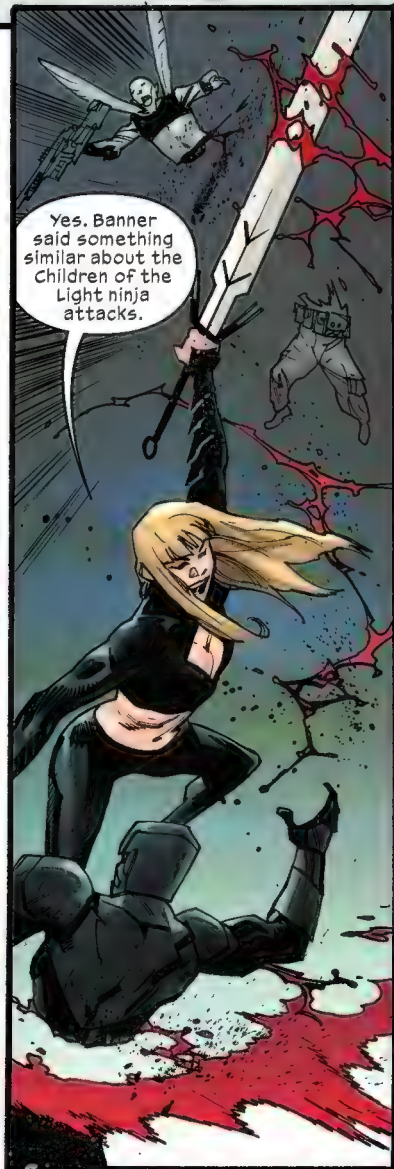
You wound me, Magik. This was not my doing. It was a rogue faction--

Of Captain Britain's Black Knights--your own personal guard--with enchanted weapons and fully trained war giants.

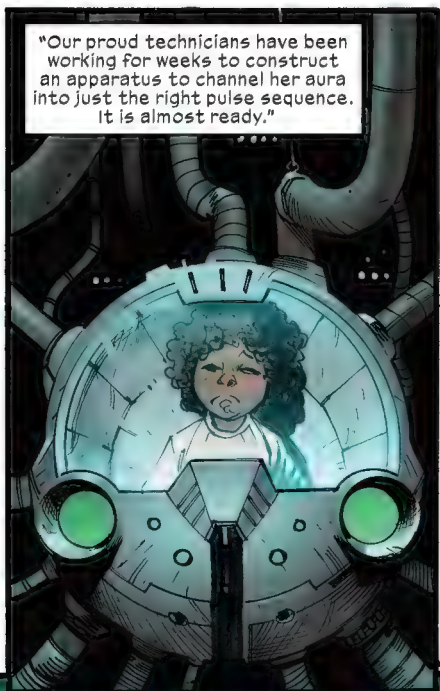
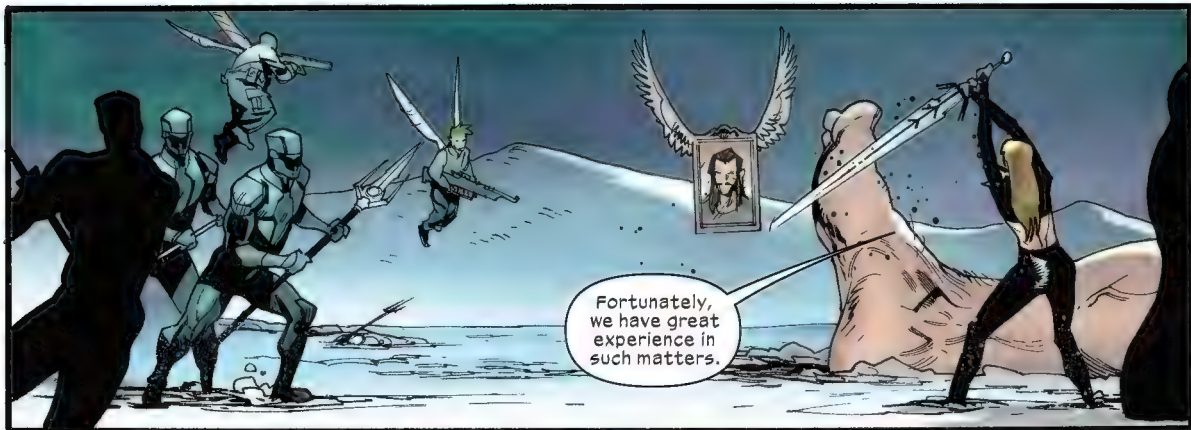
A rogue commander of the guard...perhaps acting out of a desire for glory, or some misguided loyalty to me, against my firm orders.

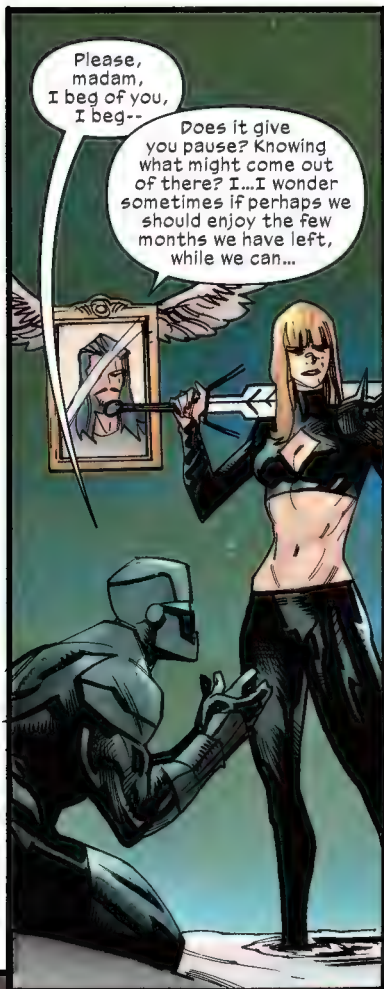


Yes, Banner said something similar about the Children of the Light ninja attacks.









Please, madam, I beg of you, I beg--

Does it give you pause? Knowing what might come out of there? I...I wonder sometimes if perhaps we should enjoy the few months we have left, while we can...

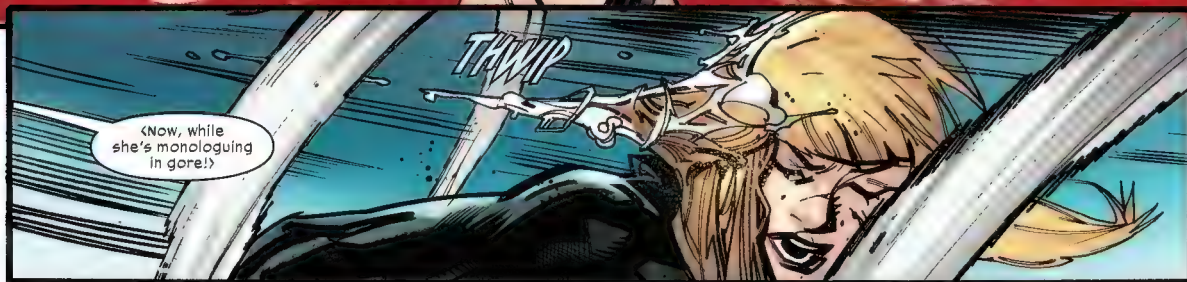


A terrible new world is waiting to be born. Most will not survive.

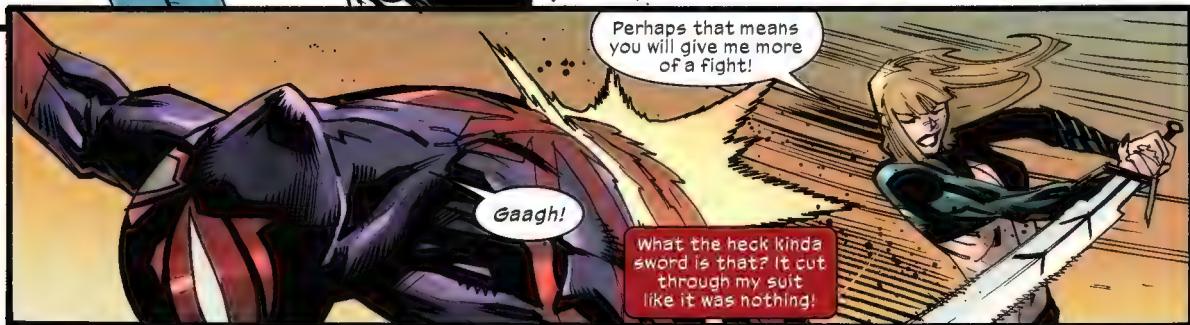
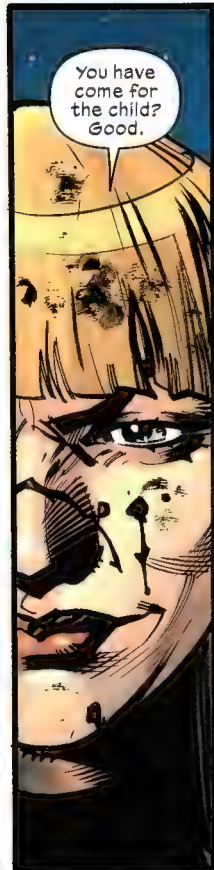
But I am Iliyana Rasputin, and my family...we are *famous* for surviving.

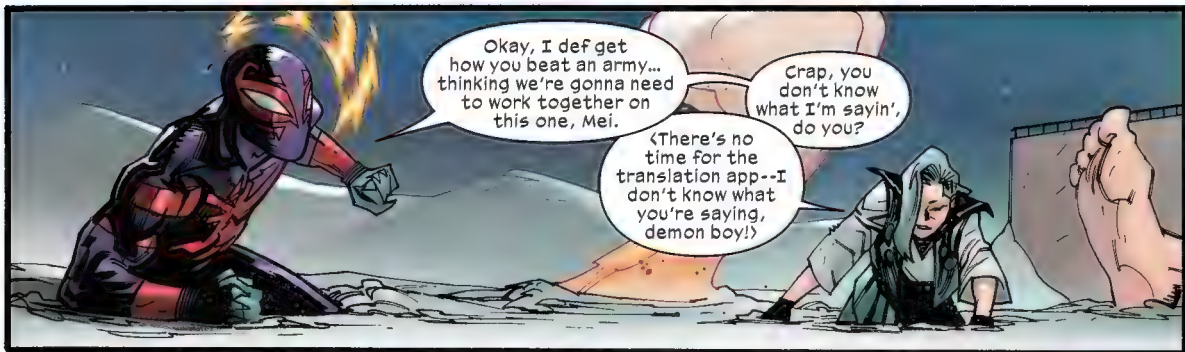


I am *Magik*, queen of *Limbo* and ruler of the *Eurasian Republic*, and I will unleash hell if--



(Now, while she's monologuing in gore!)



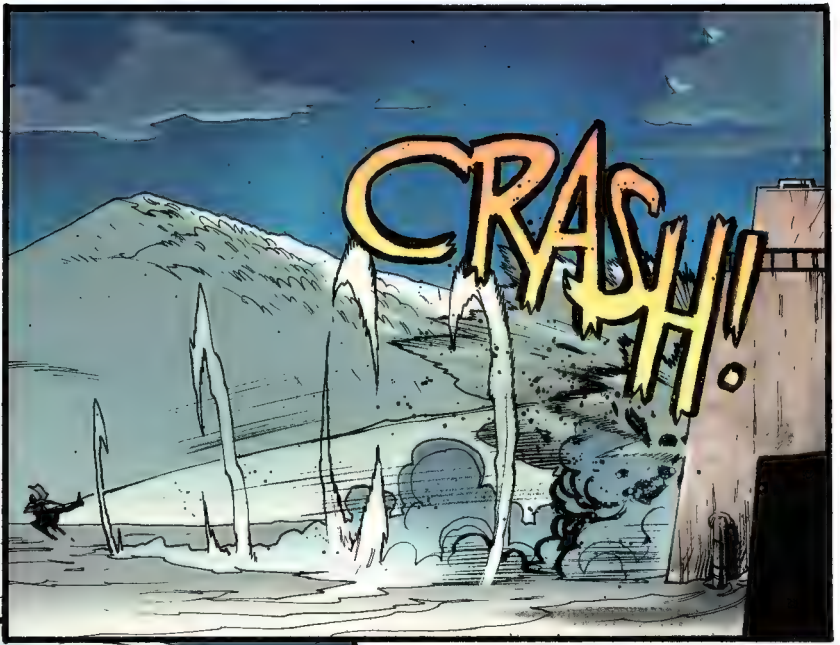


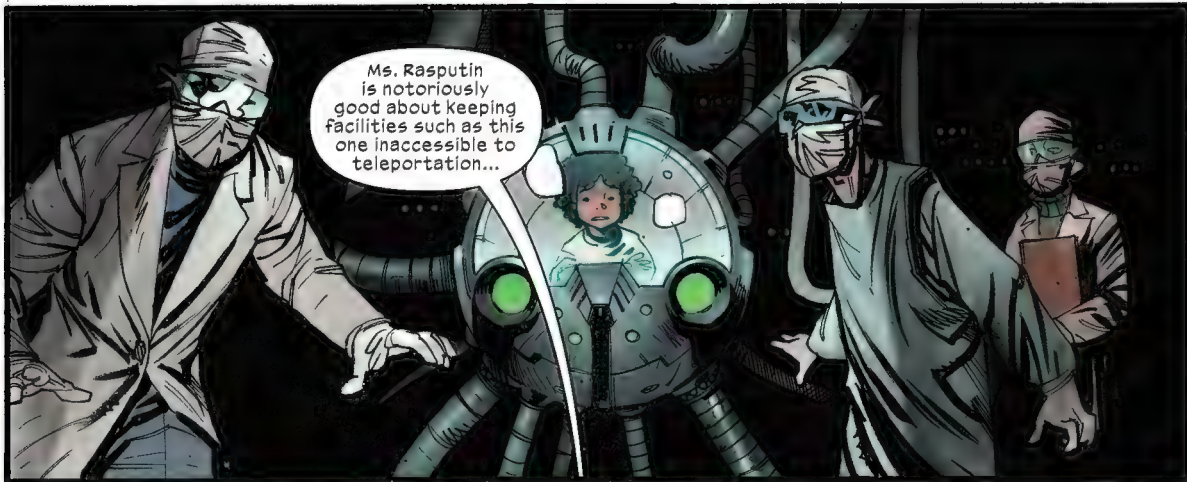


So
I'll let you
take it from
here!

<igarashiiii
KICK!>









Of course
the key would
be a child. *Of*
course.



Don't worry,
little one. *I* love
children.

Isn't
that right,
Clarice?



I've been
patient, but
even I have
my limits.



Now
let's bring this
protracted
negotiation...



...to a
close.

NEXT: GRAND FINALE AT THE MAKER'S DOORSTEP!



WRITERS: **DENIZ CAMP & CODY ZIGLAR**
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COLOR ARTIST: **ERICK ARCINIEGA**
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SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**

NEXT



ON SALE IN **OCTOBER**

ON SALE THIS MONTH



ULTIMATE SPIDER-MAN #21

BY **JONATHAN HICKMAN**
& **DAVID MESSINA**



ULTIMATE BLACK PANTHER #20

BY **BRYAN HILL** &
STEFANO CASELLI



ULTIMATE X-MEN #19

BY **PEACH MOMOKO**



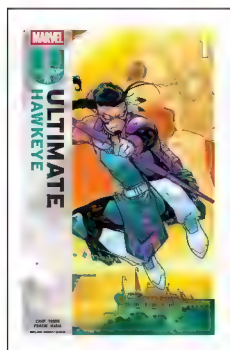
ULTIMATES #16

BY **DENIZ CAMP**
& **JUAN FRIGERI**



ULTIMATE WOLVERINE #9

BY **CHRIS CONDON** &
ALESSANDRO CAPPUCCIO



ULTIMATE HAWKEYE #1

BY **DENIZ CAMP, TABOO, B. EARL,**
JUAN FRIGERI & **MICHAEL STA. MARIA**



MILES MORALES: SPIDER-MAN #38

BY **CODY ZIGLAR**
& **LUIGI ZAGARIA**

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5

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows. But now the Maker is gone, sealed away in the City under a dome of his own making for the next two months.

The Maker is originally from an alternate Earth, and when it was destroyed, he escaped to Earth-616. As did **MILES MORALES**, who now lives on Earth-616 as the teenage super hero known as **SPIDER-MAN**. When the Maker left to create his new ideal Earth, he invited Miles to join him--but Miles declined.

Then Miles' baby sister, **BILLIE**, fell through a portal...and landed in the Maker's new universe! Miles and **MEI IGARASHI (MAYSTORM)** tracked Billie to the Siberian tundra, where they fought **MAGIK** and set out to rescue Billie--but they were too late! Maker's Council member **EMMANUEL DA COSTA** got to her first, determined to extract from her the ability to free the Maker--no matter the cost...

ULTIMATE SPIDER-MAN: INCURSION

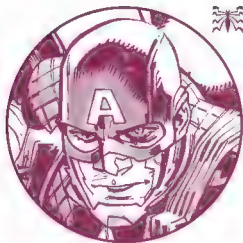
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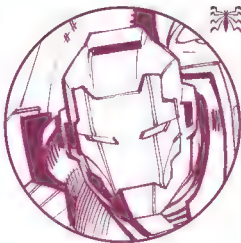
MILES MORALES
SPIDER-MAN



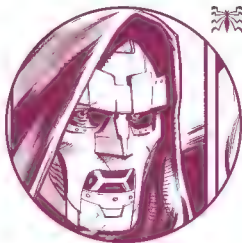
BILLIE MORALES
MILES' SISTER



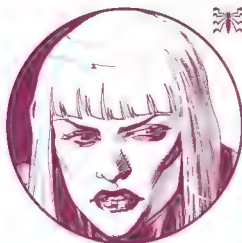
STEVE ROGERS
CAPTAIN AMERICA



TONY STARK
IRON LAD



REED RICHARDS
DOOM



MAGIK
MAKER'S COUNCIL MEMBER



EMMANUEL DA COSTA
MAKER'S COUNCIL MEMBER

OCTOBER 2025

Latveria.

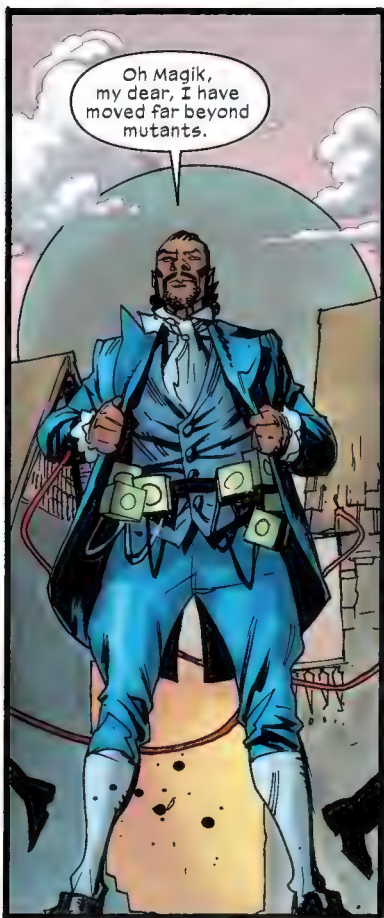
She's mine!
Do you hear me?!
I won!

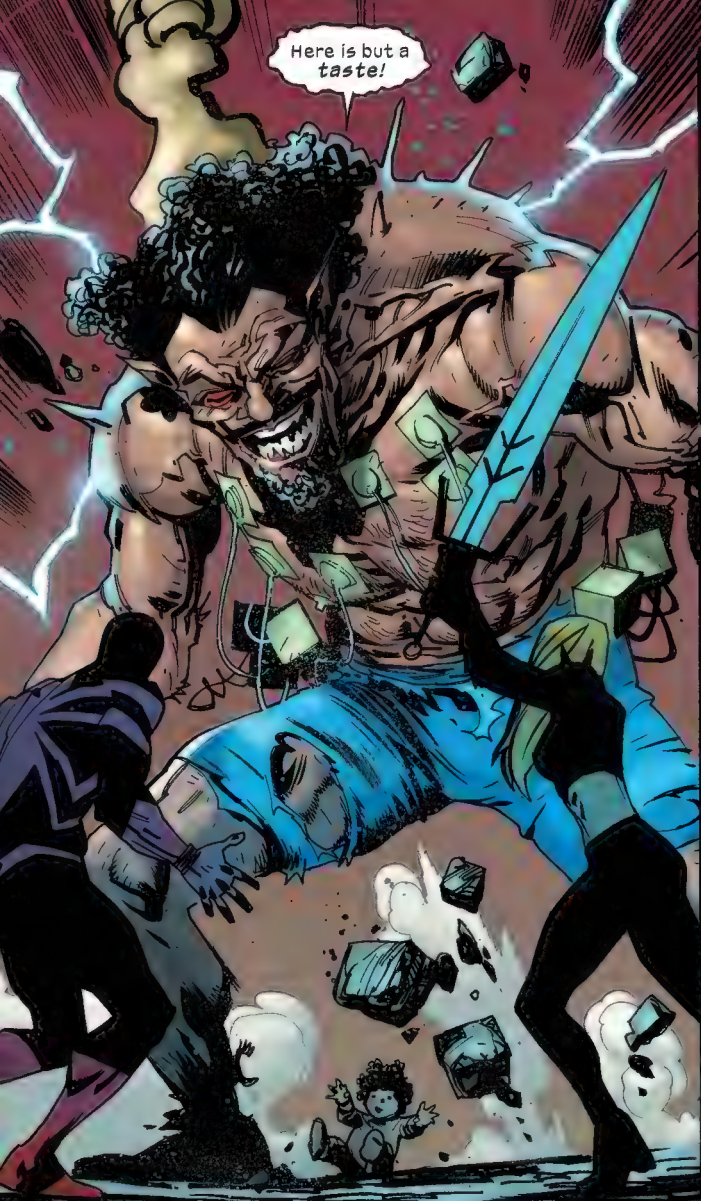
Dang. Things
went to +\$@*
fast.

BIZAA
AAM

Wait, let
me back up
a little.







Here is but a taste!



Truce until we take this fool?

Da Costa!



I knew you couldn't be trusted to build the Council's superhuman counterrevolutionary army with those catalysts! "The Defenders"... Pfah!

What can I say? I'm good in a room.



you should have gone with your gut.



I see you, little Ilyana. I see into your heart. I see your worst fear...



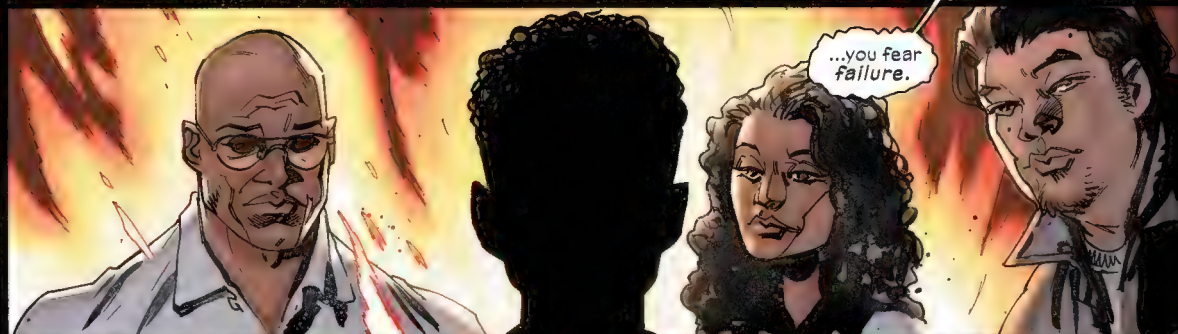


Fancy
suit--wonder
if it can hold
up.



A forgotten
world, perhaps?
No, better...a
broken one.









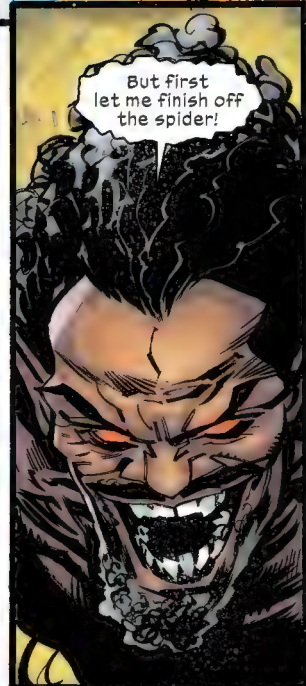
...but that
really is the
least of your
problems.



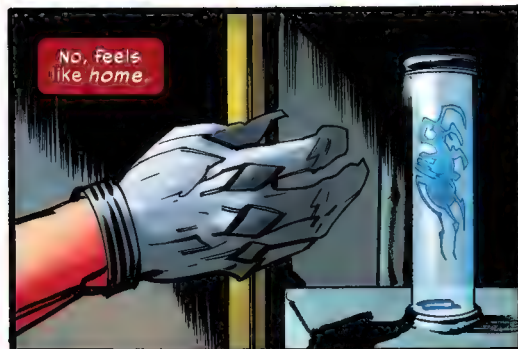
Ultimates,
your mission
is to buy us
time.

Wasp,
get the girl
to safety.

Killing you
heroes will all
but assure that
the Maker gives
me his favor.



But first
let me finish off
the spider!



I...see it...
I...I...
remember...it.



Everything.

The bite.

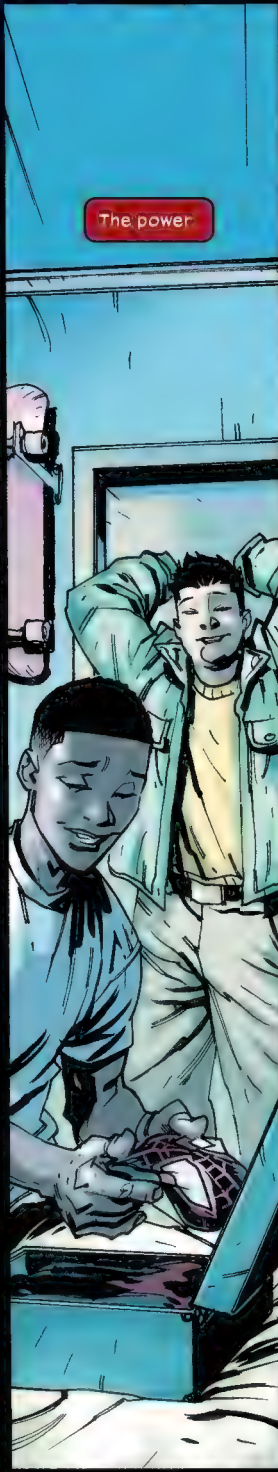


The mask.

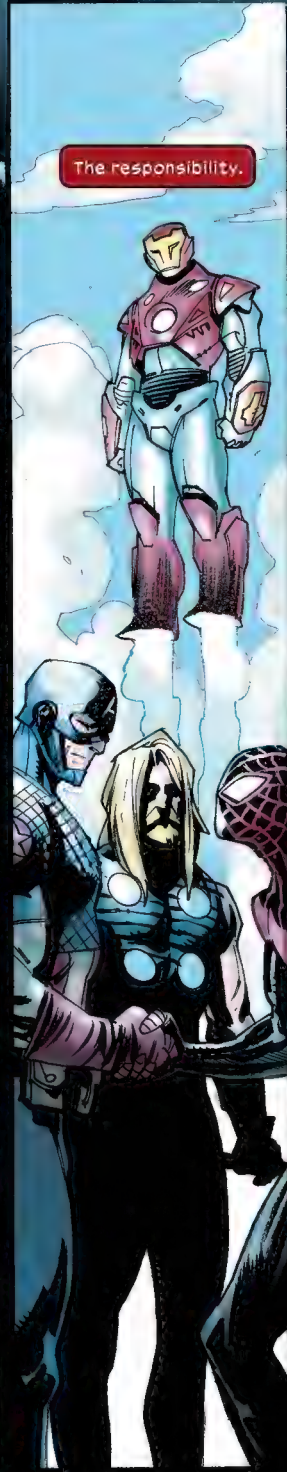
Maybe
the mask
is in poor
taste.



The power.



The responsibility.







Huff! Gaaagh! Huff! What the f@#\$, man...what...oh god...what...?

You okay, son?

Who?



Captain America! Oh-r-right, y-yeah, I'm good.

Then stand up. Fight's not over.

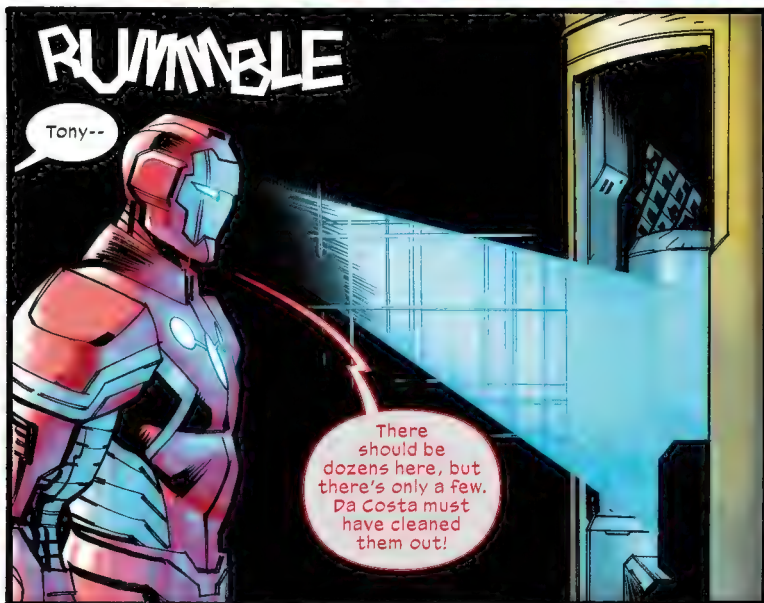
Look how much damage they've done. We have to get them out of here, Steve. We have to get them out of here *now*.

What are you talking about...?



The catalysts! The super-heroic catalysts!

We've been raiding Maker facilities for months and taking them---this was actually the first place we hit, but we weren't able to get them all.



RUMBLE

Tony--

There should be dozens here, but there's only a few. Da Costa must have cleaned them out!



Looks like She-Hulk could use our help, Tony. We need to hurry up--

THOOM

Unh!

Not to rush you, Mr. Stark, but Cap's right!



He's used the catalysts to build knockoff *origin boxes*! He stole my IP!

The catalysts left are those too unstable for even him to risk.

So let's grab them and go, whiz kid!

That'd still leave too much to chance, Steve. If the Council creates an army with these, it could be over for the Ultimates. We need a more certain solution.



Why don't we just destroy them?

We could destroy the boxes, but these catalysts... we're talking about *world-enders* here. They can't be destroyed.

Guys.

So what do you suggest?

I don't know!

GUYS!



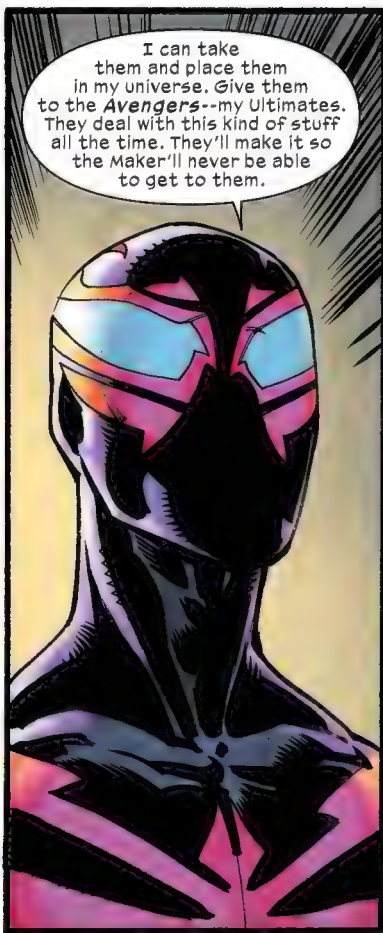
I can take 'em.



That's very brave, but we can't ask you to do that, son.

Yeah, we clean up our own messes.

No, it's the only option.



I can take them and place them in my universe. Give them to the *Avengers*--my Ultimates. They deal with this kind of stuff all the time. They'll make it so the Maker'll never be able to get to them.



Heh--you're a quick thinker, Spider-Man.

I'm quicker.

Does whatever a spider can, right?

Uh, I suppose.





I will make sure of that!



She awakens.

We can fix that again.

<Cowardly tricks!>



I will drink your blood one day, Da Costa!

And the rest of you will be tortured in Limbo for all eternity!



Cute kid--I can see why everyone was fighting over her.

Meh-wiles!

Baby girl!



Billie, I can't believe... I'm so sorry it took so long to get you, girl.

Miles!



Well, Spider-Man, what do you say we get you two back home?

The Triskelion.

It took a great deal of time and effort to reverse engineer this...

...Maker technology is convoluted and advanced, but I spent years assisting him. I find it all somehow... intuitive...

Man, a world where *Doom* is a *super hero*. That's crazy.

You have a *Doom* in your reality?

Where I come from--actually, *both* places I come from--he's one of the world's greatest villains.

Do you have a *Maker* as well?

Kinda. I'm pretty sure my original universe is where your *Maker* came from.

What?

You know the *Maker's* true origin?

Yeah. It all came back to me here. I musta buried the memories or something. I had this whole other life in a whole other universe...

...we had our own *Spider-Man*, our own *X-Men*, our own *Fantastic Four*...

...we had our own *Ultimates*--not *Avengers*, but *Ultimates*...I guess that means it was more like this place...





THE END...?



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SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**

THE FALLOUT FROM *INCURSION* WILL BE FELT IN...



ON SALE **NOW**

ALSO ON SALE THIS MONTH



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BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



ULTIMATE BLACK PANTHER #21

BY **BRYAN HILL**
& **CARLOS NIETO**



ULTIMATE X-MEN #20

BY **PEACH MOMOKO**



ULTIMATE WOLVERINE #10

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